MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 15

THE AMAZING SPIDER-MAN NOS. 143-155

GERRY CONWAY, LEN WEIN & ROSS ANDRU

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

VOLUME 15

COLLECTING

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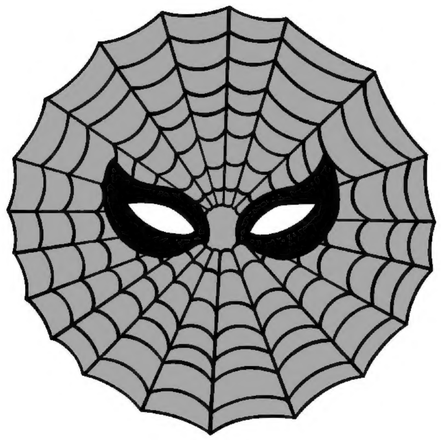
GERRY CONWAY • LEN WEIN

ROSS ANDRU



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MARVEL MASTERWORKS
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NOS. 143-155

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ALL THINGS MUST PASS
BY GERRY CONWAY

And so we come to an end.

This volume of *Marvel Masterworks* marks two endings, one purely personal involving your not-always-so-humble weaver of tales, and another, more consequential ending, of a rather epically controversial storyline.

(Like all endings, of course, these two conclusions also carry the seeds of new beginnings, but more on that later.)

Controversial storyline ending first:

As you might have guessed, the death of Spider-Man's first serious love interest, Gwen Stacy, provoked a considerable reaction from fans—not all of it, or most of it, or even much of it, positive. Today, modern readers look back on "The Death of Gwen Stacy" as a classic tale marking the transition from Marvel's Silver Age to the darker, grittier Bronze Age of the '70s and '80s. Some have gone so far as to say that Gwen's death—and Spider-Man's tragic complicity in it—represent the moment when comics began to "grow up," reflecting the paradoxical complexity of real life. Maybe so. At the time, as I've stated before, all of us who were involved with the creation of that tale—Stan Lee, John Romita, Roy Thomas, Gil Kane, and myself—wanted to do was stir things up and tell a good story.

What we did was ignite a firestorm.

Nowadays, with heroes dying regularly and others coming back from the dead, readers and fans alike have become somewhat cynical about "turning point" stories. As the saying goes, in comics, nobody seems to stay dead forever. But back in the early 1970s we didn't have that kind of history behind us. When characters died, especially when they died unambiguously, they tended to stay dead. (This is why you sometimes ended up with two villains sharing the same name—one villain would die, and a second villain would take up his mantle, costume, and alias. But even that happened fairly infrequently.)

As a result, when a character died—especially one of the "good guys," or a well-liked supporting character—readers took such events far more seriously than they do today.

Far more seriously.

Case in point: the reader/fan reaction to the death of Gwen Stacy.

We got mail.

Lots and lots of mail.

Lots and lots of hostile mail.

Very hostile mail.

And not just mail: at conventions, those of us considered responsible for Gwen's death—specifically, yours truly—were regularly verbally assaulted by angry fans who took the events in that story a little more personally than their mental health advisors might have been comfortable with. It wasn't pleasant, let me tell you. In fact, it was so unpleasant I actually stopped reading fan mail and cut back on going to conventions. Fortunately, this wasn't much of a hardship for me, because I've never felt at ease in large crowds. Still, it was upsetting.

But not as upsetting for me as it was for Stan.

Stan, you see, is a people person. He loves crowds, the larger the better, and he loves speaking at conventions, and in the late '60s and '70s he also had a side career speaking at colleges. Stan was (and of course, still is) a pop culture icon and he was accustomed to having fun at fan and college meet-and-greets.

What he wasn't accustomed to was being attacked for his part in killing off Peter Parker's love interest.

Stan was flustered and taken aback and after attempting to deflect blame (this is where the story that Gwen's death was something that was conceived and executed behind Stan's back first gained currency) he decided he wanted the entire controversy to Just Go Away.

So he told Roy Thomas, who was Marvel's editor in chief (and, in fact, at that time Marvel's only editor) that somehow, some way, we had to bring back Gwen Stacy.

We argued with him. We made the point that Marvel's policy had been that when characters died in our stories, they (generally) stayed dead. We made the point that Peter had already begun to move on, that we were setting up a new relationship with Mary Jane Watson, and bringing Gwen back would throw a monkey wrench into that storyline. Stan countered that emotional conflict was a good thing (he was right) and anything that challenged a hero made for a better story (he was also

right). And in any case, he was the boss, he'd made a decision, and he wanted it done.

So that was that.

I did, however, manage to get one crucial concession: Stan agreed that whatever we did, we should not invalidate the original story, and that when we were done "bringing Gwen back" we could write her out of the series permanently.

Which is how and why I came up with the Jackal storyline, which in turn led to the Clone Wars epic a decade later.

Mother of necessity and all that.

Silk purse from a sow's ear.

* * *

Ironically, I'm really proud of the stories in this volume—in many ways I consider them among my best work on *The Amazing Spider-Man*. And not just my best work: this volume represents what I think of as Ross Andru's creative peak during his run pencilling the adventures of our favorite friendly wall-crawler. You may disagree, the writers who followed me on the book in collaboration with Ross may have their own opinions, but for me, these stories present Ross at his absolute best as a storyteller and a designer of brilliant *mise en scène*.

Don't believe me? Look at the airport sequence in issue 143. Wordless, emotive, dramatic and cinematic. Or the Spidey-Tarantula showdown in the dark in issue 148. Pure visual storytelling, a perfect example of how to create a sense of space and context with a minimum of detail. Or the simple conversation scene between Mary Jane and May Parker in issue 147. Specific, clean, emotional—straight-forward storytelling in comics doesn't get much better than this.

I've said it before and I'll repeat it here for the last time (in this series of introductions, anyway): Ross Andru is one of the great, most underrated comic book artists of the last fifty years. If this volume doesn't convince you of that…well, hand in your comic book fan badge, you're officially dismissed.

* * *

Now for the personal ending.

By the mid-1970s, I'd been writing for Marvel for half a decade. I was incredibly lucky to have arrived at the company at a propitious moment, when Stan was reducing his commitment to scripting comics, and Roy Thomas—his heir apparent in any rational universe—was becoming preoccupied with the demands of his new role as editor in chief (and, as I said, in fact Marvel's only editor), as well as scripting the adventures of a certain barbarian named Conan. In the resulting creative crisis I was given opportunities as a writer that other scripters would have killed to have.

But by 1975 I was looking for new challenges, new responsibilities, and new ways to express myself creatively—none of which appeared to be available to me at Marvel. I wanted to be an editor—in particular, I wanted to follow Roy as editor in chief when he decided to leave that position—but for reasons we don't have to go into here, that path wasn't open to me.

So, with regret and apprehension, I decided it was time for me to say goodbye.

I'm pretty sure I hadn't come to that decision consciously when I began plotting and writing the Jackal/Gwen storyline, but I know that by the last few issues I was aware I was writing my (temporary, as it turned out) swan song as Spidey's storyteller. I wanted to sum up my feelings about Peter Parker and his supporting cast, and the issues I felt he faced, and that's what I attempted to do in the stories included in this volume. As I said, I feel proud of this run of tales. I used every tool in my toolbox, every technique I'd learned, and I tried to speak from the heart. I was fortunate to be working with a man like Ross Andru, who brought his A game, as always. Whether I achieved my goal of leaving on a high note is for you, the reader, to decide.

Of course, since we're talking about comics, where no one stays dead or gone forever—except Gwen Stacy—I did come back eventually.

But that, my friends, is another story.

2012

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

PARIS IS *MY* CITY, WEB-HEAD!

YOU'VE COME A *LONG* WAY-- ONLY TO **DIE!**

A BRAND-NEW MENACE FOR SPIDEY TO BATTLE!

-- AND CYCLONE IS HIS NAME!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * F. GIACOIA & D. HUNT *INKERS* * ARTIE SIMEK *LETTERER* JAN COHEN *COLORIST* * LEN WEIN *EDITOR*

CHRISTMAS HAS COME AND GONE, BUT WINTER IS STILL WITH US:
NEW YORK'S WINTERS HAVE ALWAYS BEEN STRANGE--AND THIS YEAR IS NO EXCEPTION.
IT'S ALMOST NEW YEAR'S EVE--AND IT'S RAINING.
BUT THE RAIN ISN'T WHAT GRABS THE ATTENTION OF A CERTAIN SOGGY SPIDER-MAN:
OH NO, INDEEDY!
NO! NOT AGAIN! NOT AGAIN!
...AND THE WIND CRIES: CYCLONE!
DON'T FRET, HERO--YOU AINT SEEN NUTHIN' YET!
FEATURING POSSIBLY THE MOST BIZARRE SUPER-VILLAIN IN THE ANNALS OF SPIDEY-DOM!

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THIS TIME I *KNOW* I'VE GONE *BANANAS.*

EITHER THAT, OR I'M SEEING A *GHOST--*

Coke

IRT

IRT SUBWA Uptown

--AND I DON'T KNOW WHICH IS *WORSE!*

SHE'S GONE--BUT WAS SHE EVER THERE *AT ALL?*

I'VE BEEN *THINK-ING* ABOUT HER SO MUCH LATELY...I MUST WANT TO SEE HER SO *DESPERATELY,* I'M *IMAGINING* THINGS!

BUT SHE'S *DEAD--*

Ke

I'VE GOT TO *ACCEPT* THAT--

--OR THE PAIN WILL DRIVE ME MAD *FOR REAL!*

IT'S ALL *MYSTERIO'S FAULT!* THE ILLUSIONS HE CREATED--MAKING ME SEE MY OLD ENEMIES, FORCING ME TO DOUBT MY *SANITY--!**

ALL OF THAT *INTROSPECTION* MUST HAVE BROKEN DOWN SOME HIDDEN WALL IN MY *MEMORY--*

--OPENING UP A WHOLE *PANDORA'S BOX* FULL OF *GUILT*--AND *DELUSION!*

**LAST ISSUE.--LEN.*

I CAN'T LET IT *DESTROY* ME--I'VE GOT TO *FIGHT* THIS THING.

SHE'S *DEAD.* THAT'S THE *END* OF IT.

NOTHING CAN BRING HER BACK.

NOTHING.

THAT AGONIZING THOUGHT WELL IN MIND, SPIDER-MAN CONTINUES ON TO HIS DESTINATION...THE **DAILY BUGLE** BUILDING, AND THE OFFICE OF ITS HOT-TEMPERED **PUBLISHER**...

AW. NOBODY'S **HOME.**

EVER SINCE MYSTERIO WENT OFF TO **JAIL** LAST WEEK, I'VE HAD THE FEELING JONAH JAMESON KNEW MORE ABOUT WHAT HAPPENED THAN HE **LET ON.**

I'VE BEEN SO BUSY WITH **COLLEGE,** I HAVEN'T HAD A CHANCE TO ASK HIM ABOUT IT **BEFORE--**

--AND NOW, IT SEEMS I'VE MISSED MY **CHANCE.**

OUT

IN

J. J. J.'S "*IN AND OUT*" FILE IS USUALLY **PILED** WITH PAPERS.

NOW IT'S **EMPTY.** WHY?

I GUESS THERE'S ONLY ONE **ANSWER:**

JAMESON ISN'T **HERE--** AND **HASN'T** BEEN FOR SOME **TIME!**

THE QUESTION **NOW** BECOMES--WHERE IS HE AND HOW LONG IS HE GOING TO BE **GONE?**

JONAH'S SECRETARY WOULDN'T TELL **SPIDER-MAN--**

--BUT SHE'LL PROBABLY TELL **PETER PARKER.**

AFTER ALL, BETTY AND I USED TO **GO** TOGETHER--

--EVEN IF IT **DOES** SEEM LIKE AN **ETERNITY** AGO.

HELLO THERE, PRETTY LADY. HOW GOES THE PAPER BIZ?

PETER!

HOW'S THE SOON-TO-BE-BLUSHING BRIDE? HAVE YOU AND NED LEEDS SET THE *DATE* YET, BETTY?

AUGUST 27TH, PETER--AND IT'S SWEET OF YOU TO *ASK.*

AW, COME ON--YOU *KNOW* YOU'RE THE ONLY GIRL I EVER *LOVED.*

PETER!

WELL--ANYWAY. HOLD *STILL.*

OH, PETER...

ON THE MORE *PROSAIC* SIDE OF LIFE--

--WHAT'S WITH *JJJ?*

I HAVEN'T HEARD HIS DULCET TONES *ALL WEEK.*

HE'S IN *EUROPE,* PETER. SOMETHING CAME UP, AND HE HAD TO LEAVE *QUICKLY.*

I'LL JUST *BET* "SOMETHING CAME UP." IF JAMESON *WAS* BEHIND MYSTERIO'S ATTACK ON ME, I WOULDN'T BLAME HIM FOR NOT *STICKING AROUND.*

SO WHO'S MINDING THE *STORE?* ROBBIE?

MR. JAMESON *ALWAYS* LEAVES MR. ROBERTSON IN CHARGE, PETER.

YOU KNOW THAT.

SO I *LIKE* IDLE CONVERSATION WITH A PRETTY LADY.

SO SUE ME.

--THIS IS NOT A *HEADLINE,* CARPENTER--THIS IS *NURSERY RHYME!*

FIX IT *PRONTO* OR WE'LL MISS OUR *DEADLINE!*

SORRY, SIR!

FORGET "SORRY"! *DO IT.*

OH, PETER--!

I'M GLAD YOU STOPPED BY, SON. I WAS ABOUT TO *CALL* YOU.

IF YOU'RE GOING TO PULL THE SAME *CAPTAIN BLIGH* ROUTINE ON ME AS YOU DID ON *THEM,* MR. ROBERTSON--

--THANKS, BUT *NO THANKS.*

NONSENSE, PETER...

...ACTUALLY, I WAS GOING TO OFFER YOU A *FREE LUNCH.*

BUT IF YOU'RE AFRAID AN OLD CITY EDITOR IS GOING TO BITE YOUR *HEAD* OFF--

FOR A FREE MEAL, I'LL CHANCE *ANYTHING.*

TWO BOWLS OF WONTON SOUP LATER...

I'M AFRAID THINGS ARE MORE SERIOUS THAN I LED YOU TO *BELIEVE,* PETER.

HUH? HOW SO?

YOU'VE BEEN WORKING FOR JAMESON A *LONG TIME,* PETER--SINCE YOU WERE IN *HIGH SCHOOL.*

LONGER THAN *I* HAVE, INCREDIBLE AS IT SEEMS TO *ME...* WHAT DO *YOU* MAKE OF THIS? I RECEIVED IT LAST NIGHT...

COME TO PARIS IMMEDIATELY STOP BRING ONE MILLION DOLLARS NEGOTIABLE BONDS STOP AUTHORIZATION FOR REMOVAL FROM DAILY BUGLE ACCOUNT FOLLOWS STOP URGENT YOU COME AT ONCE STOP

J J JAMESON

ARE YOU *SURE* JONAH WROTE THIS? IT'S MORE THAN *TEN WORDS,* AND YOU KNOW HOW THE RATE GOES *UP* AFTER TEN--

THIS IS *NO JOKE,* PETER. SOMETHING'S HAPPENED TO HIM.

I WANT YOU TO COME *WITH* ME-- *TONIGHT!*

A STUNNED PETER PARKER DOESN'T ANSWER AT FIRST--BUT WHEN HE DOES, IT'S IN THE *AFFIRMATIVE.*

THUS, WITHIN THE *HOUR,* IN AN ALLEY NOT FAR FROM PETER'S *COLLEGE--*

--A FAMILIAR WEB-SLINGER APPEARS--

--AND DISAPPEARS, ALMOST AS QUICKLY AS YOU CAN SAY *"CUT TO":*

PARKER! HEY, PAL--

--LONG TIME NO *SEE!*

FLASH! LIZ!

FLASH BROUGHT ME DOWN FOR A *VISIT,* PETER--

I HAVEN'T *SEEN* YOU SINCE WE FOUND YOUR NEW *APARTMENT!*

WHY DON'T YOU BOTH COME OVER FOR *COFFEE* SOME NIGHT?

SAY--NEXT *MONDAY?*

SURE, PETER.

WONDER WHAT'S UP WITH *HIM?*

WONDER ALL YOU *WANT,* MR. THOMPSON. PETER'S SIMPLY RUSHING TO A CLASS ALREADY *HALF-OVER...*

...OR IS IT REALLY ALL THAT SIMPLE, IN THE END?

--VITALLY *IMPORTANT* THAT I GO, PROFESSOR WARREN.

OF COURSE, SIR--IT'S UP TO *YOU.*

AMOEBA

PARAMECIUM

YOU'VE *IMPROVED* THIS PAST SEMESTER, MR. PARKER--AND I DON'T SUPPOSE MISSING A WEEK WILL *HURT* YOU.

VERY WELL, I'LL REQUEST A *LEAVE OF ABSENCE* FOR YOU FROM THE *DEAN.*

AND SO, WHEN THE WHEELS OF BUREAUCRACY HAVE CEASED TURNING...

BINGO!

I'M *OFF!*

KENNEDY INTERNATIONAL AIRPORT: ONE OF THE MAJOR INTERNATIONAL AIRPORTS OF THE EAST COAST, IT ONCE SERVED HUNDREDS OF THOUSANDS OF PEOPLE A *DAY...*

BUT THAT WAS IN THE ERA OF *CHEAP FUEL,* WHEN AIRLINE COSTS WERE ALMOST *NEGLIGIBLE,* AND THE VAST MIDDLE CLASS OF AMERICA TRAVELED THE FRIENDLY SKIES AS AN EARLIER GENERATION TRAVELED THE FRIENDLY *RAILS...*

AND THOUGH THE AIRPORT IS BY NO MEANS *DESERTED* THESE DAYS AND NIGHTS--

YELLOW CAB

--IT **DOES** HAVE A FEW PLACES THAT ARE ALMOST **PRIVATE:**

ATTENTION. ATTENTION. FLIGHT 907 TO PARIS, FRANCE, VIA LONDON IS NOW BOARDING AT GATE 5.

ATTENTION. ATTENTION. FLIGHT 907--

LOOK, TIGER-- I WANT YOU TO TAKE REAL GOOD **CARE** OF YOURSELF, OKAY?

SURE THING, MARY JANE --IF YOU'LL ANSWER ONE **QUESTION** FOR ME BEFORE I LEAVE.

ONE QUESTION...?

WHY DO YOU ALWAYS CALL ME **TIGER?**

WHY DO I--?

OH, PETEY-- I CALL YOU TIGER 'CAUSE YOU'RE **NOT!**

NOW, **C'MERE,** TIGER, AND KISS M-- MMMMMMMM.

SOMETHING HAPPENS.

MAYBE THIS IS THE MOMENT EACH HAS BEEN **WAITING** FOR.

MAYBE NOW, WHEN THEY ARE ABOUT TO **SEPARATE**--SOMETHING FINALLY BRINGS THEM **TOGETHER.**

WHATEVER THE REASON--

--SOMETHING HAPPENS--

--AND NEITHER HE NOR SHE WILL EVER BE THE SAME.

WOW.

WHY DIDN'T YOU EVER TELL ME YOU COULD KISS?

I MEAN...

WOW.

MJ... I...

WHY, PETER-- ARE YOU BLUSHING OR IS THAT ACNE?

AM I WHAT?

IS IT WHAT--?

HA HA HA HA HA

AND PETER PARKER LAUGHS.

COME ALONG, PETER. THAT'S OUR PLANE BOARDING UP AHEAD.

WHATEVER YOU SAY, MR. ROBERTSON.

MJ--

--WELL-- I'LL BE BACK.

AND I'LL BE WAITING--

TIGER.

SCCHEECH!

CREEEECH!

THOM THUM

WOOSH!

FAR...
FREAKIN'...
OUT.

SOME TWENTY ODD HOURS AFTER PETER AND MARY JANE HAVE BID FAREWELL, AN INCONGRUOUS RED-AND-BLUE COSTUMED CAPERER MAKES HIS WEB-SLINGING WAY PAST THE **PALAIS DE CHAILLOT** IN THE PLACE DU TROCADERO--

--IN PARIS--

--IN FRANCE.

THE EIFFEL TOWER! ISN'T *THAT* A KICK IN THE HEAD?

ALL MY LIFE I'VE WANTED TO *SEE* PARIS--

--AND HERE I AM PLAYING *SUPER-HERO* IN THE CITY OF LIGHTS--

--JUST *THREE DAYS* AFTER *CHRISTMAS!*

THE ONLY THING THAT *WORRIES* ME IS THE FACT THAT I FORGOT MY *THERMAL UNDERWEAR.*

NEW YORK IN THE WINTER MAY NOT BE *TROPICAL*--

--BUT FRANCE IS *COLD!*

NO DOUBT YOU'RE ASKING YOURSELF: WHAT **EXACTLY** IS GOING ON HERE?

HAVE PATIENCE, AND GIVE US A FEW MORE PAGES OF YOUR TIME, AND WE'LL EXPLAIN...**EXACTLY**...

IF I DIDN'T **KNOW** BETTER--

--I'D BEGIN TO BELIEVE ROBBIE WAS LEADING ME ON A **WILD GOOSE CHASE!**

BUT THAT'S FLAT-OUT **IMPOSSIBLE.**

NOT ONLY IS HE UNAWARE THAT **SPIDER-MAN** IS IN FRANCE...

...HE'S **GOT** TO BE UNAWARE THAT I'M **FOLLOWING** HIM.

NO, MORE LIKELY IT'S A **PLAN.**

NOT **HIS** PLAN--THE KIDNAPPERS'.

THEY TOLD HIM TO HAVE HIS CAB **DRIVE AROUND** LIKE THAT--

--TO **LOSE** ANYONE WHO MIGHT TRY TO TRAIL ROBBIE AND CATCH THE **CROOKS.**

"ORDINARILY, IT WOULD HAVE **SUCCEEDED,** TOO--BUT NOT WHEN THE TRAILER IS YOUR FRIENDLY-NEIGHBORHOOD--**HUH?**

"THAT **VOICE** CALLING TO ROBBIE FROM UNDER THE BRIDGE--

MONSIEUR ROBERTSON...

"--MY SPIDER-SENSE TELLS ME--IT'S THE SAME MAN WHO CALLED US AN **HOUR** AGO!

"ROBBIE'S GOING DOWN THE STEPS--! I'D BETTER GET A **PICTURE** OF THIS FOR THE **BUGLE**--!

ROUGE

"AFTER ALL, THAT'S WHAT THEY **PAY** PETER PARKER FOR, AND--**HEY!**

"ROBBIE'S BEING **ATTACKED!**"

UNNNHHH!

OOOO-KAY! SO MUCH FOR BEING AN *IMPARTIAL OBSERVER!*

THIS IS WHERE I BREAK THE *NATO PACT*--

--ONCE I DISPOSE OF MY TRUSTY *CAMERA!*

QUI--?

THE NAME'S NOT *IMPORTANT,* OLD BOY.

FLIT!

PLOW!

YOU CAN JUST *REMEMBER* ME AS THE GUY WHO FIXED YOUR *PROFILE!*

SURROUND HIM, YOU BUNGLING FOOLS! HE'S ONLY ONE MAN!

STOP HIM, BEFORE HE CAN-- ARRRKKK!*

SO MUCH FOR MY HIGH SCHOOL CLASS IN SPANISH!

I DON'T KNOW WHAT THESE CLOWNS ARE SAYING--BUT IT PROBABLY ISN'T NICE!

PARLAY-VOO TO YOU TOO, BUSTER!

WHOK!

IN THE NAME OF HEAVEN! HE IS A MADMAN!

ONLY THE CYCLONE HIMSELF COULD MOVE SO FAST! WE MUST--

*ALL ITALICIZED DIALOGUE IS TRANSLATED FROM THE FRENCH.--LEN & GER.

THE FRENCHMAN HASN'T THE **CHANCE** TO FINISH WHAT HE WAS SAYING--

--FOR, ABRUPTLY, HE FINDS HIMSELF **UNCON-SCIOUS--**

POW!

--AND **SPIDER-MAN** FINDS HIMSELF **ALONE.**

THAT WAS **QUICK.**

747

747

COME TO **THINK** OF IT, **EVERYTHING** HAS BEEN MOVING QUICKLY SINCE ROBBIE AND I ARRIVED IN **FRANCE,** THREE HOURS AGO...

"**CUSTOMS** WAS A **BREEZE**-- ROBBIE HAD GOTTEN PERMISSION SOMEHOW TO BRING JONAH'S STOCKS INTO THE COUNTRY--

"--AND WITHIN AN HOUR, WE WERE AT OUR HOTEL ON THE **BLVD. SAINT-GERMAIN.**

"**WE'D** CHECKED IN, GOTTEN A BITE TO EAT IN THE HOTEL **RESTAURANT,** AND WERE RETURNING TO OUR **ROOM,** WHEN--

BRINNG!

YES? YES, THIS IS MONSIEUR ROBERTSON. **WHO?**

WHO **IS** THIS? WHAT ON EARTH ARE YOU--

CLIK

WELL. THAT SETTLES **THAT.**

WAS THAT **JONAH,** MR. ROBERTSON? DID HE TELL YOU **WHY** HE--

NOT JONAH, PETER--HIS **KIDNAPPERS.**

AS WE SUSPECTED, THOSE BONDS ARE TO BE HIS **RANSOM**--AND THEY WANT ME TO **MEET** WITH THEM, TO DECIDE THE METHOD OF **DELIVERY.**

STAY **HERE,** SON.

I'LL BE BACK WHEN I **CAN.**

"**NO** WAY I WAS GOING TO LET HIM DO **THAT.**

"**SWITCHING** TO SPIDEY, I SET OUT TO **FOLLOW** HIM--

"--AND SOON FOUND MYSELF TAKING A **GRAND TOUR** OF PARIS!

"**ROBBIE** CAUGHT A **CAB** OUTSIDE THE HOTEL, AND IMMEDIATELY HEADED **NORTH**--

"--ACROSS THE **SEINE RIVER**, RIGHT PAST THE CATHEDRAL OF **NOTRE DAME**, ON THE **ILE DE LA CITE**, AN ISLAND IN THE RIVER THE SIZE OF **WELFARE ISLAND** IN MANHATTAN.

"THEN ROBBIE'S CAB TURNED **WEST** ON THE RUE DE RIVOLI, WENT ON FOR ABOUT FIFTEEN MINUTES--

"--HOOKED AROUND THE **PLACE DE VENDOME**, WHERE THEY HAVE NAPOLEON'S STATUE--

"--AND BY A ROUND-ABOUT ROUTE, WENT ZINGING AROUND THE **ARC DE TRIOMPHE** ON THE **CHAMPS-ELYSEES**.

"BY THAT TIME, I WAS BEGINNING TO GET **SUSPICIOUS**.

"**ROBBIE'S** CAB HAD MADE ALMOST A COMPLETE **CIRCUIT** OF PARIS, SWINGING NORTH, THEN WEST--AND FINALLY, **SOUTH**, PAST THE **EIFFEL TOWER**--

"--AND I'D JUST ABOUT COME TO THE CONCLUSION THAT HE WAS TRYING TO LOSE A **TAIL**--

"--WHEN HE FINALLY **STOPPED**, HERE ON THE LEFT BANK OF THE **RIVER**."

I GUESS IT WASN'T *ROBBIE* WHO WANTED TO LOSE A TAIL--

--IT WAS *THIS* GROUP, NOT WANTING *WITNESSES* TO ROBBIE'S *ABDUCTION!*

UUNNNNH

SPEAKING OF MY FRIEND, MR. ROBERTSON--

THUNK!

--MAYBE HE'D BETTER CONTINUE *SLEEPING* AWHILE.

HE DOESN'T KNOW SPIDER-MAN'S IN PARIS, AND IT WOULD KEEP THINGS *UNCOMPLICATED* IF HE NEVER *FINDS OUT.*

STILL, THERE *IS* THE PROBLEM OF JJJ. MAYBE I SHOULDN'T HAVE--

WHAM!

EEEYYOW!

CRASH!!

SOMETHING-- SENDING ME *FLYING--!* I CAN'T *STOP* MY-- SA*ARRRKKK!*

HEAD'S *SPINNING--* FEELS LIKE A *WIND* WHIRLING ME AROUND--

HEY--!

IT'S NOT MY *IMAGINATION.*

THAT WIND'S *FOR REAL!*

YOU AMERICANS!

YOU CAN NEVER KEEP FROM *INTERFERING* IN MATTERS WHICH DO NOT *CONCERN* YOU!

IF IT IS NOT *POLITICS*, IT IS *WAR*. AND IF IT IS NOT *WAR*--

--IT IS *CRIME!*

ALWAYS, YOU *INTERFERE*--

--BUT THIS TIME, YOUR INTERFERENCE WILL BE *FUTILE!*

THIS TIME, YOU HAVE ENCOUNTERED --THE CYCLONE!

THAT *MAN*-- HE'S TURNED INTO A LIVING *WHIRLWIND!*

HIS VORTEX SUCKED UP ROBBIE AND THOSE THREE KIDNAPPERS--LIKE THEY WERE *TOYS!*

SWUNT!

THE CYCLONE'S LUNGING *TOWARD* ME-- ABOUT TO *ATTACK!*

I'VE GOT TO *DODGE*, OR--*OH, NO!*

"HE WASN'T ATTACKING ME--HE WAS STRIKING THE WALL!

"AND NOW-- THE ENTIRE BUILDING IS COLLAP-SING! I--"

THROOM!

HEAR ME, AMERICAN-- AND LISTEN WELL!

--THE VOICE CRIES, ALL AROUND THE STUNNED SPIDER-MAN.

I HAVE YOUR COUNTRYMAN, MONSIEUR JAMESON-- AND I HAVE HIS ASSOCIATE, MONSIEUR ROBERTSON--!

IF ONE MILLION DOLLARS IS NOT PAID TO ME WITHIN TWENTY-FOUR HOURS--

--BOTH MEN WILL DIE!

AND PERHAPS, WHEN THEY ARE DEAD, AMERICAN INTER-LOPER--

--I WILL NEXT COME AFTER YOU!

THE VOICE FADES, LIKE A WIND DYING IN THE DISTANCE. WITH AN EFFORT THAT IGNORES THE PAIN OF THE MANY BRUISES MARKING HIS BACK AND SIDE, SPIDER-MAN STANDS--

--AND WISHES DESPERATELY HE COULD THINK OF SOMETHING FUNNY TO SAY.

FOR THIS I GAVE UP BIOCHEMISTRY CLASS?

IT'S NOT MUCH--BUT CONSIDERING THE CIRCUMSTANCES, IT'LL DO.

NEXT ISSUE:

IF YOU READ NO OTHER SPIDER-MAN STORY IN 1975, BE CERTAIN TO READ THIS ONE... A TALE SO INCREDIBLE, IT COULD ONLY BE CALLED --

the DELUSION CONSPIRACY!

WHO SAYS THIS AINT THE MARVEL RENAISSANCE?

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

I M-MUST BE SEEING THINGS!

NO PARKING MON—FRI. 9AM TO 9P.M. SAT—SUN. AND HOLIDAYS 6A.M.-6P.M.

YOU CAN'T BE STANDING THERE! YOU'RE DEAD!

KEEP CITY

IF YOU CAN READ ONLY ONE SPIDEY TALE THIS YEAR, IT HAS TO BE THIS ONE!

THE DELUSION CONSPIRACY!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR	ROSS ANDRU ARTIST	F. GIACOIA & D. HUNT EMBELLISHERS	RAY HOLLOWAY LETTERER GEORGE ROUSSOS COLORIST	LEN WEIN EDITOR

THE DELUSION CONSPIRACY

I ALWAYS THOUGHT PARIS WAS A *QUIET* SORT OF CITY: CULTURED, SOPHISTICATED-- *PEACEFUL.*

BOY, DID I HAVE *MY* HEAD SCREWED ON BACKWARD.

PARIS IS AS NUTTY AS NEW YORK!

NO-- *NUTTIER!*

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NOT ONLY DOES *JONAH JAMESON* GET HIMSELF *KIDNAPPED* WHILE ON A SO-CALLED BUSINESS TRIP TO FRANCE--

--BUT WHEN *JOE ROBERTSON* AND I SHOW UP TO PAY THE *RANSOM*--

--SOME CHARACTER NAMED *THE CYCLONE* KIDNAPS *ROBBIE*-- AND LEAVES *ME* BURIED UNDER A HALF-TON OF *RUBBLE!* *

OUR BREATHLESS SUMMARY OF WHAT HAPPENED **LAST ISSUE.--LEN.*

I MEAN THAT'S JUST NOT THE WAY TO IMPRESS A FELLA WITH *GAULLIC HOSPITALITY!*

THE PART THAT BOTHERS *ME*, THOUGH--IS *WHY?*

WHY KIDNAP THE PUBLISHER OF THE *DAILY BUGLE*, OF ALL PEOPLE-- AND THEN, WHY KIDNAP HIS *CITY EDITOR?*

SURE THERE WAS A *RANSOM NOTE*-- ACTUALLY A *TELEGRAM* FROM JONAH--

I REMEMBER HOW *SURPRISED* I WAS WHEN ROBBIE *SHOWED* IT TO ME-- OR RATHER, TO *PETER PARKER.*

"AND YES, THERE WAS EVEN A HEFTY SUM OF *MONEY* TO BE PAID, IN NEGOTIABLE STOCKS-- SOMETHING THAT TOOK ROBBIE SURPRISINGLY LITTLE TIME TO *ARRANGE.*

"WE WERE ON OUR WAY *LAST NIGHT*--

*"--AND WHEN WE ARRIVED IN PARIS THIS AFTERNOON, ROBBIE GOT A PHONE-CALL DIRECTING HIM TO A **SECRET MEETING.***

*"I TAGGED ALONG AS **SPIDEY** IN TIME TO **BEAT UP** ROBBIE'S **OWN** KIDNAPPERS--"*

THOM!

--THEN TO BE BEATEN UP *MYSELF*, BY THEIR BOSS, THE MAN CALLED *CYCLONE!*

WHEN THE *LIGHTS* CAME ON AGAIN, CYCLONE AND HIS BUDDIES WERE *GONE*--AND SO WAS *ROBBIE.*

WHICH LEAVES ME WITH A MILLION DOLLARS IN NEGOTIABLE BONDS IN OUR *HOTEL*--

--A SOMEWHAT SWEATY *SPIDER-SUIT*--

--*AND* A KINGSIZE CONTINENTAL *HEADACHE!*

FACE IT, HERO: THINGS HAVEN'T BEEN GOING YOUR WAY, LATELY.

FIRST YOU DUMP YOUR *SPIDER-MOBILE* IN THE HUDSON RIVER BACK IN NEW YORK--

--THEN YOU RUN INTO A NEW VERSION OF *MYSTERIO**--WITH A WHOLE SET OF ATTENDANT *ILLUSIONS*--!

--AND AS IF THAT WEREN'T *ENOUGH*--

--SOMETHING FINALLY *CLICKS* BETWEEN YOU AND *MARY JANE*--

**IN SPIDEY #141--LEN.*

--JUST AS YOU'RE LEAVING NEW YORK FOR *THIS* DISASTER! WITH YOUR KIND OF LUCK YOU'LL PROBABLY BE STUCK WITH THE BILL FOR THIS *HOTEL*--!

MONSIEUR PARKER--?

NOW WHAT?

YES? I MEAN-- *OUI?*

I AM PLEASED TO HAVE *SEEN* YOU, MONSIEUR. THIS NOTE-- IT WAS DELIVERED ONLY A *MOMENT* AGO.

THANKS.

FIVE WILL GET YOU TEN IT'S FROM THE KIDNAPPERS--

SOON, AFTER RETURNING TO HIS ROOM--

WELL, THAT WAS AN EASY BET.

THEY WANT ME TO *STAY HERE*-- UNTIL THEY SUPPLY ME WITH NEW *INSTRUCTIONS.*

SURE. WHAT *ELSE* AM I GOING TO DO?

SAY--THERE *IS* ONE THING I CAN DO IN THE *MEANTIME*--

*SEVERAL **THOUSAND** MILES AWAY IN AN APARTMENT ON THE ISLAND CALLED **MANHATTAN**--*

BRINNG!

MY *GOODNESS!* WHO COULD *THAT* BE?

YES? YES, THIS IS *MAY PARKER*, YOU HAVE A TRANS-ATLANTIC CALL FOR *ME?*

WHY, IT MUST BE *PETER!* PETER, YOU DARLING BOY--!

ARE YOU KEEPING *WARM*, PETER DEAR?

YOU *KNOW* I AM, AUNT MAY. I THOUGHT I'D CALL AND LET YOU KNOW I'M *STILL ALIVE.*

NO, THINGS HAVEN'T BEEN *TOO* HECTIC.

YES, FRENCH FOOD *IS* WONDERFUL.

NO, I'M *NOT* STAYING UP TOO LATE.

HOW ABOUT *YOU*, LITTLE LADY--?

OH, I'M *FINE*, PETER.

ANNA WATSON AND I WERE ABOUT TO LEAVE FOR A *MOVIE* WHEN YOU CALLED.

WHY DON'T YOU GO *AHEAD*, THEN?

SOME *VISITORS* HAVE JUST ARRIVED--

NOK NOK

--AND I THINK I'M GOING TO BE *TIED* UP AWHILE.

WHO WAS *THAT*, MAY? DID I HEAR YOU MENTION *PETER*--?

HE'S SUCH A *DEAR* BOY!

ALL THE WAY OVER IN *PARIS, FRANCE*--

AND HE STILL FINDS TIME TO CALL *ME*.

YOUR NEPHEW CERTAINLY IS *EXCEPTIONAL*, MAY.

I'M GLAD THAT HE AND MY NIECE SEEM TO BE-- OH, *WHAT'S* THE PHRASE THEY USE?

I BELIEVE IT'S *"PUTTING IT ALL TOGETHER,"* OR SOMETHING LIKE THAT.

AND I *AGREE* WITH YOU, ANNA. I THINK *MARY JANE* IS SUCH A WONDERFUL GIRL.

REMEMBER WHAT TROUBLE WE HAD *INTRODUCING* THEM?

MY, THE WAY *PETER* ACTED-- YOU'D HAVE THOUGHT HE DIDN'T *WANT* TO MEET HER.

ISN'T THAT *SILLY?*

I'M SIMPLY HAPPY PETER HAD SOMEONE TO *TURN* TO AFTER THE *TERRIBLE* THING THAT HAPPENED TO *GWEN STACY.*

OH, THAT POOR, POOR GIRL, TO DIE SO *YOUNG--!*

WHY DO THE YOUNG PEOPLE DIE, ANNA--

--WHILE WE OLD WOMEN GO ON AND *ON?*

SOMETIMES I THINK--IT SHOULD HAVE BEEN *ME*, NOT THAT DEAR GIRL.

I'VE *LIVED* MY LIFE--BUT *SHE*--

REXALL DRU

YOU SHOULDN'T *THINK* SUCH THINGS, MAY.

WHAT'S DONE IS *DONE.*

NOTHING CAN CHANGE THE PAST-- LEAST OF ALL, FOR POOR *GWEN.*

ANNA--

ANNA, I--

I MUST BE GOING *INSANE--!*

IT CAN'T-- CAN'T BE--

THAT GIRL--

MAY! *OOHHHHHH!*

GOOD HEAVENS, WHAT'S WRONG?

YOU--YOU LOOK LIKE YOU'VE SEEN A *GHOST!*

I ALWAYS KNEW-- IT WOULD *HAPPEN,* ANNA. MY MIND--

--IT'S FINALLY *GOING.*

WHAT ARE YOU *TALKING* ABOUT?

PROMISE ME YOU'LL LOOK AFTER *PETER--*

--POOR PETER--

--HE'S SUCH-- A DELICATE BOY--

ONE THING WE **PROMISE** YOU: MOST, IF NOT **ALL**, OF THE MYSTERY SURROUNDING WHAT AUNT MAY SAW WILL BE **ERASED** THIS ISSUE.

MEANWHILE: WHAT **ABOUT** "POOR PETER", **ANYWAY?**

UNLESS I MISS MY **GUESS--**

--I'M ABOUT TO BE **THREATENED --VIOLENTLY.**

HAH!

YOU THOUGHT WE WERE THE **BELLHOP**, NO?

YOU **AMERICANS!**

YOU ARE SO **SLY**--BUT THIS SLYNESS, IT IS A **POSE!**

BENEATH IT-- YOU ARE **FOOLS!**

LOOK, **WHOEVER** YOU ARE--I DON'T KNOW **WHAT** YOU WANT--

--BUT INSULTING MY NATIONALITY ISN'T GOING TO GET **EITHER** OF US ANY--

WHHHUURRFF!

IMBECILE! WE WANT THE **MONEY**-- THE **RANSOM.**

YOU WILL BRING IT TOMORROW EVENING TO **NOTRE DAME--**

--OR YOU WILL NEVER SEE YOUR TWO FRIENDS AGAIN--**ALIVE!**

*MORNING COMES AS MORNING **DOES:** COLD AND CLAMMY, GRAY AND **THIN.***

*BEFORE THE **REST** OF THE HOTEL BEGINS TO STIR, PETER PARKER IS UP AND **ABOUT--***

*--COLLECTING A CERTAIN **ATTACHÉ CASE** FROM THE HOTEL SAFE, WHERE JOE ROBERTSON PLACED IT THE NIGHT BEFORE--!*

OUTSIDE, THE STREETS OF PARIS ARE PALE IN THE LIGHT OF EARLY **DAWN.** A CLINGING FOG HANGS OVER THE CITY, LENDING A **MUTED** QUALITY TO THE LONELY SOUNDS OF PETER'S FOOTSTEPS AS HE MOVES DOWN THE NARROW DESERTED STREET...

SENS UNIQUE

ARRÊTE

PARISIANS DON'T BELIEVE IN RISING EARLY ON A **SATURDAY.** THERE'S SOMETHING **INDECENT** ABOUT THE IDEA.

THUS, PETER FINDS HIMSELF **ALONE** WITH HIS THOUGHTS, WANDERING THE BYWAYS AND ALLEYS OF THIS STRANGELY PROVINCAL METROPOLIS--

--WANDERING, UNTIL HE FINDS HIMSELF **HERE:**

A **HARDWARE** STORE. I HADN'T REALLY **THOUGHT** ABOUT IT-- BUT MAYBE THERE'S A WAY TO **DEFEAT** THE CYCLONE.

AND MAYBE I CAN FIND WHAT I **NEED**-- IN A PLACE LIKE THIS!

A MOMENT AGO, PETER PARKER WAS **DEPRESSED,** LISTLESS AND MORE THAN USUALLY **GLOOMY.**

NOW HE'S PRACTICALLY **EXPLODING** WITH EAGERNESS.

TALKING QUICKLY, HE EXPLAINS TO THE BILINGUAL SHOPKEEPER WHAT HE WANTS--

--AND, AFTER COMPLETING THE NECESSARY FISCAL TRANSACTIONS, TAKES **POSSESSION** OF THE PURCHASED EQUIPMENT, SETS IT ON A TROLLEY--

--AND VANISHES INTO THE MORNING **MIST--**

--HEADING, IT MIGHT BE WELL TO NOTE, TOWARD THE **CATHEDRAL OF NOTRE DAME!**

THE DAY PASSES WITH ALMOST UNENDURABLE **SLOWNESS**. AFTER COMPLETING HIS ARRANGEMENTS AT NOTRE DAME, PETER CHANGES TO HIS WEB-SLINGING **ALTER-EGO**, FOR SOME TENSION-RELIEVING **ACTION** DURING THE REMAINDER OF THIS LONG, CHILLY DAY...

FINALLY, HAVING COVERED MOST OF PARIS THREE TIMES **OVER**, SPIDEY TURNS AT LAST TOWARD THE ISLAND SET IN THE CENTER OF THE **SEINE RIVER**--

--THE ISLAND ON WHICH SITS THE CENTURIES-OLD CATHEDRAL THAT IS HIS **DESTINATION**.

NOW I KNOW HOW **QUASIMODO** FELT, LOOKING AT THOSE **GARGOYLES**.

THERE'S SOMETHING **PEACEFUL** ABOUT THOSE STONE STATUES.

THEY DON'T HAVE TO **DEAL** WITH LIFE-- WHILE **I DO**.

SOME DAYS I ALMOST WISH THE WORLD WOULD **GO AWAY**, SO I WOULDN'T HAVE TO **WORRY** ABOUT THINGS.

BUT IF IT **DID**-- IF EVERYTHING THAT BOTHERED ME **VANISHED**--

--THEN ALL THE **GOOD** THINGS WOULD VANISH **TOO**--

--INCLUDING GOOD THINGS LIKE *MARY JANE!*

SO MUCH FOR STOPPING THE WORLD AND *GETTING OFF.*

I GUESS MY TROUBLES ARE HERE TO *STAY.*

MEANWHILE, INSIDE THE CATHEDRAL--

I TRUST YOU ARE *COMFORTABLE,* MON AMI?

THE TRIP HERE DID NOT OVERLY *DISCOMMODE* YOU, NO?

LISTEN, YOU--!

I'M AN *AMERICAN CITIZEN,* AND YOU CAN'T JUST KIDNAP--

AHH, BUT I *CAN,* MONSIEUR JAMESON. I *HAVE.*

THE PROBLEM WITH YOU AMERICANS IS--YOU CANNOT *UNDER-STAND* YOUR OWN *VULNER-ABILITY.*

WE EUROPEANS, HOWEVER-- WE HAVE *EXPERIENCED* DEFEAT ON A VERY PERSONAL LEVEL. IT HAS MADE US *STRONG.*

YOU AMERICANS-- ARE *WEAK.*

THAT'S WHY YOU HAD TO USE THAT *CYCLONE* GADGET, EH?

BECAUSE YOU'RE SO *STRONG--?*

THIS?

MONSIEUR, THIS DEVICE COULD HAVE BEEN THE *WORLD'S* BUT YOUR COUNTRY *REFUSED* IT--

"--AND REJECTED *ME.*"

"I WAS A N.A.T.O. ENGINEER, AND I DEVELOPED *THE CYCLONE* AS A WEAPON OF *WAR--*

"--BUT WAS TOLD THAT N.A.T.O. DID NOT *REQUIRE* MY INVENTION, SINCE ALL EXOTIC WEAPONRY WOULD BE PURCHASED ONLY FROM *AMERICA.*"

"I WAS *ALSO* TOLD--"

"--N.A.T.O. DID NOT NEED *ME.*"

SO *THAT'S* IT.

YOU'RE BLAMING *AMERICA* --AND *AMERICANS* --BECAUSE OF YOUR OWN *INCOMPE-TENCE!*

YOU'RE *CRAZY!*

CRAZY? CRAZY, MONSIEUR? IT IS CRAZY TO DESIRE *REVENGE?*

AU CONTRAIRE, MON AMI-- IT IS *YOU* WHO ARE INSANE IF YOU THINK TO *INSULT* ME--

--AND *LIVE!*

HEY, GANG--WHAT'S WITH ALL THE *ROUGH STUFF?*

I THOUGHT THIS WAS A *KIDNAPPING--*

--OR DON'T YOU WANT THE *RANSOM* AFTER ALL?

THE *STOCKS!* THEN--WE HAVE *WON!*

WITH THE MONEY THIS WILL BRING, WE CAN--

SNIP!

SORRY, CHARLIE--

--BUT I JUST DON'T LIKE YOUR *ATTITUDE.*

WHEN A FELLA BRINGS YOU A *PRESENT,* YOU'RE SUPPOSED TO SAY *THANK YOU--*

--OR IN *YOUR* CASE, *MERCI BIEN.*

BOK

BATOOM!

FACE IT, FELLAS-- YOU'VE GOT NO *CLASS.*

TALK ABOUT GUYS WITH NO CLASS-- *YOU* TAKE THE PRIZE, CYCLONE.

PIG! I WILL *FLATTEN* YOU!

SEE? THAT'S *JUST* WHAT I MEAN:

THERE I WAS, RIGHT IN THE MIDDLE OF AN *ELUCIDATION*-- AND *YOU* INTERRUPT ME!

WHAM!

AS I WAS SAYING, CYCLONE-- YOU'VE GOT NO *CLASS.*

I MEAN, PICKING A *CHURCH* TO HIDE YOUR *KIDNAP VICTIMS*--

AFTER ALL, THERE ARE PEOPLE WHO WOULD HAVE *PAID* TO HAVE YOU *KEEP HIM*-- *HEY!*

PROW!

--THAT'S REALLY *CALLOW,* CYCLONE-- REALLY *CALLOW.*

--YOU'D NEVER HAVE KIDNAPPED A CLOWN LIKE *J. JONAH JAMESON.*

AND *ANOTHER* THING: IF YOU HAD ANY CLASS IN THE *FIRST* PLACE--

WHOOOSH

WHOOSH!

OH, NO-- NOT AGAIN!

OUI, MON ENEMI-- *AGAIN!* I CONTROL THE FORCE OF A HUNDRED *CYCLONES,* THE POWER OF THE MIGHTIEST *VORTEX--*

--AND WITH IT I SHALL *DESTROY YOU!*

FOR THE SECOND TIME YOU HAVE CHOSEN TO *INTERFERE* IN MATTERS WHICH ARE NOT YOUR *CONCERN.*

SWOOSH!

THIS TIME WILL BE YOUR *LAST!*

THIS TIME YOU WILL *DIE!*

THE WIND'S SO STRONG-- IT'LL KNOCK ME THROUGH A *WINDOW,* UNLESS--

DID IT!

NOW, IF I CAN ONLY SLIP DOWN THE *EYE* OF THIS *VORTEX,* I'LL BE ABLE TO--

WHOOT!

THUMP!

SO MUCH FOR *THAT* BRAINSTORM.

I'LL HAVE TO TRY MY *ORIGINAL* PLAN--AND HOPE THERE'S ENOUGH *ELECTRICITY* IN THIS CATHEDRAL FOR MY GADGET TO *WORK--!*

WHUSH!

BECAUSE, IF THERE *ISN'T--*

SHOOM!

--IN ABOUT *THREE SECONDS--*

--THIS SPIDER IS GONNA BE *SQUASHED!*

FOOM!

SURPRISE!

WHAT IS THIS, AMERICAN? A *JEST?* DO YOU PLAN TO USE A SIMPLE *FAN* AGAINST THE MURDEROUS FORCE OF THE ALL POWERFUL *CYCLONE?*

I WOULDN'T HAVE PUT IT IN PRECISELY THOSE *TERMS,* HANDSOME--

BUT--YEAH, THAT'S THE GENERAL *IDEA!* A FAN--CREATING A VORTEX IN *REVERSE* TO YOUR OWN!

CLIK!

BUT THIS IS *INCREDIBLE!* DON'T YOU REALIZE WHAT I *AM?*

I AM THE *CYCLONE!* I AM *POWER INCARNATE!*

NOTHING CAN STOP ME!

--NOTHING

WHABOOM!

NEVER UNDERESTIMATE THE GENIUS OF GOOD OL' *YANKEE INGENUITY*, CYCLONE!

IT'LL BRING YOU DOWN EVERY *TIME*.

IT ISN'T *FAIR!* WHY DID I HAVE TO BE SAVED BY *HIM?*

DON'T LOOK A GIFT HORSE IN THE *MOUTH*, JONAH.

YOUR FRIEND ROBERTSON IS *RIGHT*, JAMESON. AS A MATTER OF FACT, I WAS TRYING TO SAVE *HIM*--NOT *YOU*.

WHY, YOU COSTUMED *CREEP!* I'VE *HALF A MIND* TO--

RIGHT ON, JAMESON. YOU'VE GOT *HALF A MIND*.

THAT *DOES* IT, PUNK. I'LL MAKE YOU *PAY* FOR THAT CRACK! I'LL--

SAY, *MR. JAMESON*--ARE YOU AND MR. ROBERTSON GOING TO BE DOWN THERE MUCH *LONGER?*

I'VE GOT ALL THE PICTURES WE'LL NEED FOR THE *DAILY BUGLE*--

--BUT IF YOU WANT, I CAN TAKE SOME *MORE*.

THAT'S *PETER PARKER'S* VOICE! WHERE--?

HE'S UP IN THE *BELFRY*, WHERE I *LEFT* HIM.

I'LL LET *HIM* TELL YOU HOW I GOT INVOLVED, JONAH--THOUGH IF I'D KNOWN HOW *GRATEFUL* YOU'D BE--

--BELIEVE ME, I WOULD HAVE THOUGHT *TWICE!*

HERO... I THINK YOU PULLED IT *OFF*.

THANKS TO THIS REMOTE-CONTROL ACTIVATED *TAPE RECORDER*, I'VE CONVINCED JONAH THAT PETER PARKER AND SPIDER-MAN WERE HERE *SIMULTANEOUSLY*.

THAT'LL ELIMINATE *SOME* EMBARASSING QUESTIONS--

--AND THE REST I'LL HAVE TO DODGE ON THE LONG WAY *HOME!*

DODGE HE **DOES**, AND BY THE TIME PETER AND HIS TWO EMPLOYERS LAND AT **KENNEDY INTERNATIONAL AIRPORT** SOME TWENTY-ODD HOURS LATER, MOST--IF NOT ALL--OF JONAH JAMESON'S SUSPICIONS HAVE BEEN **QUELLED.**

FOR OUR HARDY HERO, **ONE** ADVENTURE IS OVER.

WHAT HE DOESN'T **KNOW** IS--

--**ANOTHER,** MORE **COMPLEX** ADVENTURE IS ABOUT TO **BEGIN!**

I THOUGHT **MARY JANE** WAS GOING TO MEET US, PETER?

SO DID **I,** MR. ROBERTSON.

I SENT HER A **TELEGRAM** FROM PARIS BEFORE WE LEFT-- BUT I GUESS SHE COULDN'T **MAKE** IT.

WHO **CARES** ABOUT YOUR SCATTER-BRAINED GIRL FRIEND, PARKER?

DON'T YOU REALIZE--I COULD HAVE BEEN **KILLED** IN PARIS? ME, A KIND-HEARTED PUBLISHER WHO WOULDN'T HURT A BLASTED **FLY?**

GOOD OLD **JONAH.** WE'LL BE HEARING ABOUT HIS ADVENTURES FOR THE NEXT **SIX MONTHS!**

I WONDER WHY MARY JANE **DIDN'T** MEET US? I'VE BEEN THINKING ABOUT HER A **LOT** LATELY--

--AND UNLESS I'M WAY OFF BEAM, I THINK SHE'S BEEN THINKING A LOT ABOUT **ME.** MAYBE WE--HUH?

SAY, **PARKER**--THIS **IS** YOUR APARTMENT HOUSE, ISN'T IT?

IT SURE **IS** MR. JAMESON.

NO PARKING

THEN WHAT'S **ANNA WATSON** DOING AT YOUR **FRONT DOOR?**

*WITHOUT ANSWERING, PETER SHOVES HIS WAY OUT OF THE CAB AND SLAMS THE CAR DOOR **BEHIND** HIM--*

MRS. WATSON-- **WHAT--?**

IT'S YOUR **AUNT MAY,** PETER--!

SHE'S IN THE **HOSPITAL.** SHE SAW-- I DON'T KNOW HOW TO **EXPLAIN,** PETER--

--UPSTAIRS-- YOUR APARTMENT--!

PETER DOESN'T **WAIT** FOR ANNA WATSON TO FINISH; HIS HEART IS **POUNDING**--

--WITH **FEAR** FOR HIS AUNT--

--AND WITH **ANOTHER** EMOTION--

--COMPOUNDED OF A LURCHING **PREMONITION**--

--AND THE SUDDEN, OVERWHELMING KNOWLEDGE THAT AFTER TONIGHT-- **HIS WORLD WILL NEVER BE THE SAME:**

GWEN?

YOU'RE-- ALIVE--?

FOR ONE MIND-STUNNING INSTANT, PETER **STARES**-- AND THEN IT ALL GOES--**BLACK.**

IF YOU THINK **THIS** IS A WAY-OUT ENDING FOR A MADCAP MARVEL MAG, WAIT TILL YOU SEE WHAT'S IN STORE FOR YOU **NEXT** TIME, WHEN PETER FINDS OUT--

NEXT ISSUE:

THE SCORPION'S BACK IN TOWN!

WHEW! WHO SAYS THIS ISN'T THE **MARVEL AGE OF COMICS?**

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

THE SCORPION STINGS BUT ONCE!

BUT IN HIS CASE-- ONCE IS PLENTY!

YOU'RE ALL WASHED UP, WEB-SLINGER!

ALL THIS--AND GWEN STACY TOO!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * FRANK GIACOIA & DAVE HUNT *INKERS* * ARTIE SIMEK *LETTERER* P. GOLDBERG *COLORIST* * LEN WEIN *EDITOR*

PLACE: PETER PARKER'S NEW APARTMENT.
TIME: FIVE MINUTES AFTER THE END OF OUR LAST ISSUE.
THE CAST: WELL-- LOOK FOR YOURSELF, FRANTIC ONE!
WELL, PARKER, IT'S FINALLY HAPPENED, HASN'T IT?
GWEN STACY IS ALIVE AND, WELL.....?!
AFTER ALL THESE YEARS, AFTER ALL THE BATTLES YOU'VE FOUGHT AS ME-- YOU'VE FINALLY GONE OFF THE DEEP END.
YOU'RE STARKERS, PARKER.
CRACKERS.
CRAZY.
NUTS.
FACE IT, FELLA-- YOU'RE A PRIZE CANDIDATE FOR A ONE-WAY TRIP TO THE LOONEY-BIN!

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PETER...?

NOW, LET'S SEE: I WAS IN *PARIS* WITH JONAH JAMESON AND ROBBIE ROBERTSON.*

RIGHT, GOT IT.

*LAST ISSUE. --LEN.

PETER...?

WE GOT ON A PLANE AND CAME *HOME.* RIGHT, YEAH --THAT'S WHAT WE *DID,* ALL RIGHT.

PETER, ARE YOU *OKAY...?*

THEN--THIS IS THE *TRICKY* PART-- I ARRIVED *HERE.*

I ARRIVED *HERE,* AND MET MRS. WATSON AT THE *DOOR.*

AND *SHE* SAID--

PETER, *WHAT'S WRONG?* I DON'T *UNDERSTAND* WHY YOU'RE ACTING SO- SO *STRANGELY--!*

DON'T TOUCH ME! PLEASE-- NOT TILL I'VE WORKED THIS *THROUGH!*

I ARRIVED AT THE DOOR, AND MRS. WATSON SAID MY AUNT MAY WAS IN THE *HOSPITAL--*

--BECAUSE SHE SAW--SAW-- *SOMETHING.*

MRS. WATSON COULDN'T TELL ME *WHAT--*

--SHE WAS TOO *UPSET*--SO SHE TOLD ME TO *COME UP HERE--*

--COME UP HERE--

--WHERE I'D SEE--

--YOU!

YOU--"GWEN STACY"--THE ONLY GIRL I EVER LOVED--

--A GIRL WHO WAS KILLED MONTHS AGO BY THE GREEN GOBLIN!*

PETER-- Y-YOU'RE-- YOU'RE HURTING ME--!

*AS TOLD IN THOSE EPIC ISSUES, SPIDER-MAN #121 & 122.--LEN.

YOU'RE LUCKY I DON'T BELT YOU IN THE MOUTH, SISTER.

WHATEVER YOUR GAME IS, IT WON'T WORK.

GWEN STACY IS DEAD. SHE'S DEAD. AND THAT MAKES YOU--

--AN IMPOSTER!

DO ME A FAVOR, LADY. CRAWL BACK IN YOUR HOLE.

NICE TRY-- BUT I'M NOT BUYING!

PETER... DID YOU SEE HER? WAS SHE....?

NO, MRS. WATSON-- SHE WASN'T. WHO-EVER PUT HER UP TO IMPERSONATING GWEN HAS SOME SICK SENSE OF HUMOR--

--AND WHEN I FIND OUT WHO HE IS, I'LL SHOW HIM A FEW JOKES--OF MY OWN!

PARKING

A FEW MOMENTS LATER, A SEETHING PETER PARKER ARRIVES ON A SNOW-COVERED ROOFTOP, WHERE...

MAN, DOES THAT MAKE ME MAD. NOT JUST FOR WHAT SEEING "GWEN" DID TO ME--

--BUT FOR WHAT IT'S PROBABLY DONE TO AUNT MAY!

ANNA WATSON SAID AUNT MAY WAS IN THE HOSPITAL-- AND I CAN GUESS WHY.

I'D BETTER GET TO HER AS QUICKLY AS I CAN--

--AND THAT MEANS TRAVELING SPIDER-MAN STYLE!

POOR AUNT MAY MUST THINK SHE'S GOING INSANE-- LIKE I ALMOST THOUGHT--AND THE SHOCK MUST HAVE BROUGHT ON HER OLD HEART TROUBLE!

WELL, THAT'S JUST ONE MORE THING THE MYSTERY MAN BEHIND GWEN'S RESURRECTION IS GOING TO PAY FOR--

--WHICH IS WHY I'M GLAD MY WEB-SHOOTERS ARE STILL IN TIP-TOP SHAPE!

BECAUSE, WHEN I FIND HIM--AND I WILL--I'M GOING TO TRUSS THAT CLOWN UP--

--AND--

--AND--

HECK, I DON'T KNOW WHAT I'M GOING TO DO.

THERE'S A NOTE OF PAINED **RESIGNATION** IN OUR HAPLESS HERO'S VOICE; A TONE WHICH WOULD HAVE **SHOCKED** HIM ONLY A FEW **HOURS** AGO.

A MAN CAN TAKE ONLY **SO MUCH** FROM THE WORLD BEFORE HE GETS A LITTLE **PUNCH-DRUNK.** ONE DAY, THE BURDEN HE HAS TO BEAR GETS JUST A BIT **TOO HEAVY--**

--AND THE DELICATE STRUCTURE OF HIS EMOTIONS COMES TUMBLING **DOWN--**

--AND ALL AT ONCE, HE CEASES TO **CARE.**

SO, WHILE OUR WORLD-WEARY PROTAGONIST JOURNEYS CROSS-TOWN TO THE HOSPITAL WHERE HIS **AUNT MAY** IS KEPT IN INTENSIVE CARE, WE'LL TAKE OUR LEAVE, AND LOOK **ELSEWHERE** FOR OUR ENTER-TAINMENT--

PRISON BUS

SPECIFICALLY, WE'LL LOOK **HERE:** A FEDERAL PENITEN-TIARY IN **NEW JERSEY,** WHERE A CERTAIN INMATE IS IN THE PROCESS OF BEING PROCESSED **OUT.**

TAKE A **CLOSE LOOK,** READER. YOU MIGHT **RECOGNIZE** THE MAN...

FOR WE HAVE, AFTER ALL, SEEN HIM **BEFORE...**

YOU WERE A **MODEL PRISONER,** GARGAN. IF YOU DON'T MIND--

--I'D LIKE TO SHAKE YOUR **HAND.**

SAVE IT FOR **SUNDAY SCHOOL,** PAL. I'VE SERVED MY **TIME.**

JUST LET ME **OUT.**

CRUMMY GUARDS. THEY THINK I'M A **CHANGED MAN**-- 'CAUSE I NEVER MADE ANY TROUBLE ALL THE TIME I WAS IN **STIR.**

HA. IF THEY ONLY KNEW **WHY--!**

NEW YORK

A SHORT BUS TRIP LATER, OVER THE WASHINGTON BRIDGE, IN UPTOWN **MANHATTAN...**

I WAS COOL 'CAUSE I **HAD** TO BE COOL.

NOW THAT I'M **FREE--**

--I'M GOIN' BACK TO WHAT I DO **BEST:** BEIN' A **CROOK.**

HELLO, WORLD-- HERE COMES **THE SCORPION!**

THERE; THAT WASN'T **TOO** LONG A BREAK, WAS IT? ONLY SIX PANELS.

LET'S SEE WHAT'S HAPPENED TO OUR FAVORITE WEB-SLINGER IN THE **INTERIM:**

HE'S ARRIVED AT THE **HOSPITAL--**

--MADE A FAST **COSTUME-CHANGE**--AND AFTER WANDERING UP AND DOWN SEVERAL GRAY-AND-GREEN PAINTED **CORRIDORS,** HE'S **FOUND:**

AUNT MAY!

PLEASE, SIR--KEEP YOUR **VOICE** DOWN. THIS WOMAN NEEDS REST--AND THAT MEANS **QUIET.**

SORRY--BUT SHE'S MY **AUNT.**

WILL SHE BE OKAY? CAN I **SEE** HER SOON?

WAIT OUTSIDE. I'LL CHECK WITH THE **DOCTOR.**

ALL RIGHT, SIR. YOU CAN GO IN NOW.

BUT... SHE'S SO HEAVILY MEDICATED, SHE DOESN'T KNOW I'M *HERE.* WHAT IF SHE...?

NO. I MUSTN'T *THINK* ABOUT THAT. ALL MY LIFE, AUNT MAY HAS WORKED FOR ME--*SACRIFICED* FOR ME--

--AND IF SHE DIES NOW, WITHOUT MY HAVING A CHANCE TO TELL HER AGAIN HOW MUCH IT'S ALL *MEANT* TO ME--! NO! I *WON'T* THINK ABOUT IT. I *CAN'T!*

WHAT HAPPENED TO HER IS *MY FAULT--*

SOMEONE, TRYING TO GET *REVENGE* ON SPIDER-MAN, LEARNED MY SECRET IDENTITY-- AND WANTS TO DRIVE ME *CRAZY* WITH THAT "GWEN" *IMPOSTER.*

BUT--INSTEAD OF HURTING *ME--*

THEY'VE HURT *AUNT MAY!* I FEEL TERRIBLE. JUST *TERRIBLE!*

PETER...YOU'RE SO *PALE,* DEAR BOY! HAVE YOU BEEN WEARING YOUR WARM CLOTHES? I HOPE YOU HAVEN'T CAUGHT A *COLD...!*

NO, AUNT MAY-- FEELING *FINE* NOW. JUST *FINE!*

BRUSH THAT *TEAR* FROM YOUR EYE, READER, AND COME WITH US A FEW HOURS *FORWARD* IN TIME:

IT'S NOW 9:05 IN THE MORNING OF A BLUSTERY MARCH DAY, AND THE BANKS IN NEW YORK ARE JUST OPENING FOR BUSINESS--

--THE **USUAL** BANKING BUSINESS DEALING WITH DEPOSITS--

--AND **WITHDRAWALS!**

SCRASH!

MR. COOPERTON... TH-THAT **MAN...!** HE JUST... THE **WINDOW**... HE...

DON'T STAND THERE **BABBLING,** YOU IDIOT! **THE ALARM--!**

PUSH THE ALARM!

TOUCH **ANYTHING,** AND YOU'RE **DEAD.**

I'VE BEEN OUT OF **CIRCULATION** A WHILE, SO IN CASE YOU DON'T **RECOGNIZE** ME--

--I'M THE SCORPION!

THAT'S **SCORPION,** PAL! YOU KNOW--

--THE GUY WITH THE STAINLESS-STEEL STING!

SOMETHING TELLS US WE'RE GOING TO HAVE **TROUBLE** WITH THAT MAN.

AS FOR PETER PARKER, HE'S **ALREADY** GOT TROUBLE ENOUGH--

NO, GWEN-- DON'T **FALL**--

--A FACT WHICH IS **APPARENT** WHEN WE TAKE A LOOK WITHIN THE CLOUDED WORLD OF PETER'S **NIGHTMARE:**

"NOT **AGAIN!** PLEASE, GOD--DON'T LET HER FALL **AGAIN!** I CAN'T **STOP** HER--MY WEB-BING WON'T **REACH** THAT FAR!

"SHE'S GOING TO BE **KILLED!**

"YOU! IT'S **YOUR** DOING, GOBLIN! **YOU** KILLED GWEN STACY-- **YOU** KNOCKED HER OFF THE BRIDGE!

"YOU'LL **SUFFER** FOR THAT GOBLIN! I KNOW WHO YOU ARE--I **KNOW** YOU'RE **NORMAN OSBORN!**

"WHO? **HARRY?** MY **BEST FRIEND?**

"GWEN, OH, GWEN--EVERY-THING'S SO CONFUSED. FIRST NORMAN OSBORN WAS THE GREEN GOBLIN, THEN HE **DIED**--AND NOW HARRY BLAMES **ME**--AND HARRY'S GONE **CRAZY!**

"--DEAD?

"BUT--YOU'RE **NOT** DEAD! I CAN SEE YOU IN MY **APARTMENT!**

"THEN-- WHO **IS** DEAD? WHO--?

"AUNT MAY!

"BUT--YOU CAN'T **HEAR** ME, CAN YOU? HOW CAN YOU HEAR ME, WHEN YOU'RE--

"NOT YOU! NOT YOUUUUUUUU--"

YYYOUUU--

UHH.

OH.

OH, WOW.

THAT'S WHAT I CALL A NIGHTMARE.

UNSTEADILY, PETER **STAGGERS** HIS WAY ACROSS THE HOSPITAL CORRIDOR TO A WATER-FOUNTAIN, AWARE OF THE MUSCLES **CRINKED** IN HIS NECK, OF THE **ACHE** IN HIS SPINE--

--OF THE VOICE ON A NEARBY **RADIO**--

INFORMATION

--INTERRUPT THIS PROGRAM FOR THIS SPECIAL NEWS BULLETIN:

LESS THEN TWENTY MINUTES AGO, IN THE WALL STREET AREA, A DARING DAYLIGHT ROBBERY WAS SUCCESSFULLY ENACTED BY THE COSTUMED CRIMINAL KNOWN AS **THE SCORPION.**

A POLICE SPOKES-MAN HAS CONFIRMED THAT THE SCORPION MADE OFF WITH OVER FIFTEEN THOUSAND DOLLARS IN BANK CURRENCY--

--AND THAT THE SCORPION WAS LAST SEEN HEADED NORTH, TOWARD MIDTOWN. POLICE ADVISE THAT THE SCORPION IS **DANGEROUS**, IS ARMED, AND HAS A REPUTATION--

I DON'T CARE **BEANS** ABOUT THE SCORPION'S **REP**--BUT **ONE** THING'S FOR SURE:

AFTER THE **DREAM** I JUST HAD, I'M IN NO MOOD FOR **BENCH-WARMING.**

THE DOCTORS SAY AUNT MAY'S CONDITION HAS **STABILIZED,** SO--

AUNT MARTHA'S HOME MADE PIES

AN HOUR CREEPS BY. THEN **TWO.** NOON LOOMS IN THE NEAR DISTANCE, AND THOUGH HE'S FORAGED THE LENGTH OF SNOW-COVERED MANHATTAN, OUR HERO HASN'T UNCOVERED A CLUE AS TO THE SCORPION'S WHERE-ABOUTS...

IN FACT, HE'S ABOUT READY TO **GIVE UP--!**

I'LL KEEP WITH IT FIFTEEN MORE MINUTES--THEN I'M HEADING BACK TO THE **HOSPITAL.**

IF SOMETHING DOESN'T HAPPEN SOON: I'M **THROUGH.**

ACTUALLY, SOMETHING DOES **INDEED** "HAPPEN SOON"--

--BUT IT DOESN'T HAPPEN **HERE,** IT HAPPENS IN THE PAGES OF **MARVEL TEAM-UP #33,** STILL ON SALE.

THROUGH THE AEGIS OF THE FAMED **MARVEL TIME PARADOX,** WE'LL RETURN TO OUR HERO **AFTER** THE EVENTS PORTRAYED IN THAT ISSUE --TO FIND HIM **EXHAUSTED,** AND NO CLOSER TO LOCATING THE SCORPION THAN **BEFORE** --HE **THINKS:**

I COULD **KICK** MYSELF. NIGHTHAWK OFFERS ME A CHANCE AT AN HONEST **FRIENDSHIP--**

--AND **I** THROW IT BACK IN HIS **FACE!***

IT MAKES ME WONDER IF I **LIKE** BEING DISLIKED--AND THAT'S A CAN OF PEAS I'D RATHER NOT **OPEN!**

WITH **MY** LUCK, I'LL DECIDE-- **HUH?**

MY SPIDER-SENSE-- **TINGLING!** WHAT--?

*CONFUSED? WE **TOLD** YOU TIME HAS PASSED. CHECK OUT **MARVEL TEAM-UP #33,** IF YOU'RE CURIOUS. --LEN.

NOT "WHAT", YOU WALL-CRAWLING HAS-BEEN! WHO!

THE SCORPION!

THWIP!

THOUGHT WE'D NEVER GET TO IT, HUH, LONG-SUFFERING ONES? WELL, DON'T LOOK NOW--BUT IT'S **ACTION** TIME!!

YOU THOUGHT YOU COULD *HIDE* FROM ME *FOREVER*, DIDN'T YOU?

FWIPP!

AND THAT IF I *FOUND* YOU--YOUR *WEBBING* WOULD *PROTECT* YOU!

*BUT YOU WERE **WRONG**, SPIDER-MAN!*

I CAN HEAR YOU *BREATHING* BEHIND YOUR MASK --AND THAT'S ALL I *NEED*, CREEP!

I'VE GOT YOU *NOW!*

KRAK!

YOU'VE GOT *ME?* AREN'T YOU *REVERSING* THINGS, SCORPION?

WHILE YOU'RE *BUSY* PRYING OFF MY WEBBING--

--I'VE GOT YOU!

NO!

I SPENT *ALL DAY* HUNTING FOR YOU--

--JUST AS I SPENT THE PAST *TWO YEARS* DREAMING OF MY *REVENGE!*

TAK!

POW!

IT MIGHT'VE BEEN *CAPTAIN AMERICA* WHO PUT ME IN JAIL THIS *LAST* TIME*--

*C.A.#152 --LEN.

--BUT IT WAS *YOU* WHO *FIRST* GAVE ME GRIEF--

--AND IT'S *YOU* I'M GONNA *DESTROY!*

UHHHH!

CAN'T TAKE MUCH *MORE* OF THIS--!

I'VE GOT TO *DROP* HIM-- GET MY *HEAD CLEARED*--!

WHAM!

SAY--THAT *CEMENT PROCESSING PLANT* DOWN THERE: IT'S EXACTLY WHAT I *WANT.*

IF I *TIME* THIS PROPERLY--

THWAP!

HAH! RIGHT INTO THAT *SAND PILE!*

THAT SHOULD SLOW THE SCORPION DOWN A BIT--

WHOOPS! *BEHIND* ME--! HE MUST HAVE BURROWED THROUGH THE SAND--AND NOW HE'S GOING TO--

--I *HOPE.*

HEY--WHERE'D HE *GO?* THERE'S NO SIGN OF HIM *ANYWHERE!*

SPRASH!

WOP!

OWWW!

MY FIGHT WITH THE *METEOR MAN* TOOK MORE OUT OF ME THAN I THOUGHT!*

THE SCORPION'S STILL FRESH--*UN-TIRED--!* HE'S MAKING *MINCE-MEAT* OUT OF ME!

*SEE M.T.U. #33. --LEN.

THE *IRONIC* PART IS: WHILE I WAS LOOKING FOR *HIM*-- HE WAS LOOKING FOR *ME!*

WAM!

IF ONLY WE'D FOUND EACH OTHER *EARLIER*-- *URRRFF!*

STAND STILL, BLAST YOU!

HOW CAN I SMASH YOU WHEN YOU WON'T *STAND* STILL?

THAT'S A REAL *TOUGH QUESTION*, SCORPY, OLD BEAN.

SUPPOSE YOU GIVE ME A COUPLE OF MINUTES TO THINK OUT AN *ANSWER*-- OKAY?

I WON'T LET YOU *MOCK* ME, SPIDER-MAN!

I'VE WAITED TOO LONG-- AND I'VE BEEN THROUGH *TOO MUCH*--TO HAVE YOU LAUGH AT ME, AND LET YOU *LIVE!*

DID YOUR DOCTOR EVER TELL YOU ABOUT *HYPERTENSION*, SCORP?

IT'S REALLY NOT GOOD FOR YOUR *HEART.*

SHUT UP!

WHY? DO MY CLEVER COMMENTS *BOTHER* YOU, SCORPY, OLD BOY?

BROM!

GEE, I'M AWFULLY *SORRY* ABOUT THAT!

WISE-MOUTH! YOU'D FORGOTTEN MY STING, HADN'T YOU?

I CAN USE IT LIKE A SPRING-- AND PROPELL MYSELF FORWARD, FASTER THAN YOU CAN MOVE!

THWANG

GOOD FOR YOU, HANDSOME: BUT CAN IT PLAY THE VIOLIN?

BWAM!

I WON'T LISTEN, SPIDER-MAN-- I WON'T HEAR YOUR SARCASM! I WON'T HEAR YOUR INSULTS!

I'VE GOT YOU IN MY SCORPION-GRIP--

--AND I'M GOING TO SQUEEZE--

--AND SQUEEZE--

BAP!

--UNTIL I'VE CRUSHED THE LIFE OUT OF YOUR TWISTED LITTLE CORPSE!

THAT'S THE QUESTION ALL AMERICA IS PANTING TO HAVE ANSWERED!

SNAP!

THE RAILING-- IT'S BREAKING--!

AHA!
THIS IS THE *END*, SPIDER-MAN! I'VE WON *AT LAST!*
YOU'VE FALLEN INTO THE *MIXING VAT* FOR THE *CEMENT!*
ALL I NEED TO ADD IS *WATER--*
*"--AND SPIDER-MAN WILL BECOME A **CONCRETE STATUE:** A MONUMENT TO MY POWER THAT WILL LAST-- **FOR ALL TIME!**"*
WHOOSH
AH!
*WATER SWIRLS INTO THE VAST MIXING VAT, **SWEEPING** OUR OFF-BALANCE HERO AGAINST THE FAR WALL--*
*--QUICKLY **FILLING** THE VAT WITH BUBBLING BROWN LIQUID--*
*--UNTIL THE BLUE-AND-RED FIGURE OF SPIDER-MAN IS **LOST** FROM VIEW.*
SOME EIGHT MINUTES LATER...
LUCKY I FOUND A BRACING STRUT TO HANG ONTO--OR IT REALLY *WOULD* HAVE BEEN OVER.
THE SCORPION'S *GONE*, THOUGH-- AND THAT MEANS I'M BACK TO *SQUARE ONE.*
WELL... IT'LL JUST HAVE TO *KEEP* TILL *TOMORROW.*
*WEARY AND **WATER-LOGGED**, SPIDEY SLOSHES UPTOWN, ARRIVING A LITTLE AFTER **SUNSET** AT THE MIDTOWN HOSPITAL WHERE HE LEFT AUNT MAY.*
SURGERY
X-RAY
*IN AN ALLEY NEARBY, HE SWITCHES TO **PETER PARKER** AND STUMBLES UP THE STEPS TO THE HOSPITAL ENTRANCE.*
*BUT, WHEN HE STEPS **INSIDE...***

HEY, PETER-- THERE YOU ARE. WE'VE BEEN LOOKING FOR YOU ALL DAY, TIGER--!

KEEP OUT OF THIS, MARY JANE.

AS FOR YOU, MISS "GWEN STACY"--I TOLD YOU TO GET OUT OF MY LIFE!

I DON'T KNOW WHAT YOUR GAME IS, BUT I WON'T--

HOLD IT, PARKER. THAT'S JUST ABOUT ENOUGH. CAN'T YOU SEE HOW MUCH YOU'RE UPSETTING HER?

PETER-- Y-YOU'RE FRIGHTENING ME--!

UPSETTING HER? NED, WHAT ABOUT WHAT SHE'S DOING TO ME?

PETER, LISTEN TO ME. GWEN ARRIVED AT THE DAILY BUGLE OFFICE EARLY THIS MORNING-- HYSTERICAL, FRIGHTENED-- IN A PANIC.

NATURALLY, WE REACTED AS YOU DID, THINKING SHE WAS AN IMPOSTER. BUT, PETER--WE CHECKED HER FINGERPRINTS--

--AND GOD HELP US ALL, THE FINGERPRINTS MATCH THE ONES TAKEN AT GWEN'S AUTOPSY!

THIS IS THE REAL GWEN STACY!

AND, PETER, IT DOESN'T STOP THERE. WE CHECKED GWEN'S GRAVE-- AND HER BODY HASN'T BEEN TOUCHED.

I DON'T KNOW HOW--OR WHY-- BUT THERE ARE TWO GWEN STACYS, IDENTICAL IN EVERY WAY! ONE IS DEAD--

--THE OTHER ONE IS ALIVE.

HELP ME, PETER! I'M SO CONFUSED--AND SO FRIGHTENED! PROMISE YOU'LL HELP ME--OH, PETER-- PROMISE--!

AND FOR THE SECOND TIME IN TWO DAYS, PETER PARKER IS TOO STUNNED TO MAKE A SINGLE SOUND.

NEXT:

MORE ON THE MYSTERY OF GWEN STACY; PLUS--ACTION WITH THE SCORPION; PLUS--THE RETURN OF A MASTER VILLAIN; PLUS--MORE SURPRISES THAN EVEN WE KNOW ABOUT! IT'S ALL IN SPIDER-MAN #146--A MODERN-DAY CLASSIC TITLED:

SCORPION, WHERE IS THY STING?

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

SCORPION--
YOU CAN'T--!

CAN'T I WEB-HEAD? JUST *WATCH* ME!

ONE SECOND *MORE*--AND THE OLD LADY ***DIES!***

WHEN STRIKES THE *SCORPION!*

ROMITA

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY *AUTHOR* * ROSS ANDRU *ARTIST* * J. ROMITA *and the* GANG *EMBELLISHERS* * JOE ROSEN *LETTERER* DON WARFIELD *COLORIST* * LEN WEIN *EDITOR*

"SCORPION...

ALAS, POOR *SPIDER-MAN*... I KNEW HIM *WELL*. HEE. HEEHEE. HAHA*HAHA!*

...WHERE IS THY STING?"

*SPECIAL BULLPEN BULLETIN: WE WERE COUNTING ON OUR FINGERS LAST NIGHT--AND WE JUST REALIZED THAT THIS ISSUE MARKS THE END OF GERRY'S **THIRD YEAR** AS WEB-HEAD'S WRITER! AND IF YOU THINK **THAT'S** A MIND-BOGGLING MILE-STONE-- WAIT TILL YOU SEE THE NOTE IN **THOR*240!** CONGRATU-LATIONS, KID! FROM HERE ON, IT CAN ONLY BE DOWNHILL!

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THE PLACE: SOMEWHERE IN MANHATTAN, AT THE HIDDEN HEADQUARTERS OF--

THE MAN: A RATHER BIZARRE ARCH-CRIMINAL COMMONLY CALLED -- THE JACKAL.

DO YOU KNOW HOW LONG I'VE WAITED FOR THIS OPPORTUNITY, WALL-CRAWLER? HAVE YOU ANY IDEA--

WHAT? NO IDEA AT ALL?

--HOW LONG I'VE WATCHED YOU, HOW LONG I'VE BEEN PLANNING, BIDING MY TIME--

--TILL PRECISELY THIS MOMENT, WHEN I COULD BEGIN YOUR DESTRUCTION?

WELL THEN, I'LL TELL YOU:

TWO YEARS, SPIDER-MAN. TWO LONG, MISERABLE YEARS -- SINCE THE DAY YOU COMMITTED MURDER--

SMASH!

--THE DAY THE JACKAL WAS BORN!

AAHAHAHAHAHAHAHAHA

PLEASE, PETER...YOU'VE GOT TO *TELL* ME...

...AM I MAD, AM I INSANE...OR IS THE WHOLE *WORLD*?

WHAT NED SAID--ABOUT THERE BEING *TWO* GWEN STACYS--

I DIDN'T *UNDERSTAND* IT, PETER. I STILL CAN'T UNDERSTAND THAT FOR YOU, FOR *EVERYONE*--

--I'VE BEEN *DEAD* TWO YEARS! HOW COULD I HAVE BEEN DEAD, PETER? HOW COULD I HAVE DIED--AND STILL BE *ALIVE*?

I DON'T KNOW WHETHER TO BE *FRIGHTENED SILLY*--

--OR JUST *LAUGH*--AT A VERY BAD *JOKE!*

IT'S NO JOKE...GWEN...

I'M *STILL* TRYING TO BELIEVE IT'S TRUE--THAT YOU'VE *COME BACK.*

SEEING YOU IN MY *APARTMENT* WAS ALMOST TOO MUCH TO *TAKE.**

I'M *WORKING* ON IT, GWEN--I'M GETTING *USED* TO THE IDEA--

--BUT YOU'VE GOT A LONG WAY TO *GO.*

I UNDERSTAND, PETER--I *THINK.*

DO YOU, GWEN? DO YOU *REALLY?*

**SPIDER-MAN* 144. --LEN.*

OF *COURSE*, I UNDERSTAND... I *LOVE* YOU, DON'T I?

AND YOU--

--LOVE ME?

PETER...YOU *DO* STILL LOVE ME, DON'T YOU?

GWEN, I--

WHAT DO I *SAY* TO HER? "SORRY, GWEN-- BUT I'M NOT SO *SURE* THESE DAYS"?

"THERE'S ANOTHER *GIRL*, SOMEBODY I'VE GROWN TO *CARE* ABOUT"?

NUTS.

THIS IS *GWEN*. THIS IS THE GIRL I'VE ALWAYS *LOVED*.

SOMEHOW, BY SOME *MIRACLE*--SHE'S COME *BACK* TO ME--SHE'S *ALIVE*--

SO WHY DO I FEEL SO *ROTTEN*?

SO WHY DO I WANT TO CRAWL UNDER A *ROCK* AND *DIE*?

I DON'T KNOW. MAYBE THE WORLD *IS* CRAZY.

ONE THING IS FOR SURE, THOUGH: I WON'T GET ANY *STUDYING* DONE TONIGHT--

--NOT WITH ALL *THIS* ON MY MIND.

JUST ABOUT THE ONLY THING I CAN *DO* IS SWITCH TO *SPIDER-MAN*--

--AND DO MY *THINKING* IN THE *SKY*.

AND SO, MOMENTS LATER, A FAMILIAR **RED-AND-BLUE FIGURE** SWOOPS ACROSS THE TWILIGHT SKY--

--CONSUMED BY PASSIONS TOO **COMPLEX** FOR US TO QUICKLY UNDERSTAND--

--THOUGH UNDERSTAND THEM WE **WILL**--

--AT A **LATER** TIME.

FOR NOW, LET'S **TURN AWAY** FROM MANHATTAN'S **GRAMERCY PARK**, WHERE GWEN STACY IS BOARDING WITH **BETTY BRANT**--

--AND **LOOK HERE** FOR OUR STORY: A QUIET COUNTRY HOME IN MONTICELLO, NEW YORK--

--WHERE A CERTAIN **SCORPION** IS PREPARING TO MAKE A **BID**--

--FOR **POWER.**

HOW IN THE-- ***HUNH?***

THE SCORPION? WHAT'RE YOU DOIN' ***HERE?*** DON'TYA KNOW WHO ***OWNS*** THIS PLACE?

AARRRAF FARROFF

I SURE ***DO***, BUSTER--

YIIIIIIII

--THAT'S WHY I'M HERE!

BRUMP!

RROOUU

HEY, MARTY--WHAT'S ALL THE *NOISE?*

KEEP IT *DOWN* OR THE BOSS'LL--

URRRNNHH!

TROMP!

TEN SECONDS LATER:

SMASH!

SANTONIO! YOU'RE NOT A *GANG-BOSS--*

YOU'RE A *CHARITY CASE!* YOU'RE A *HAS-BEEN!* YOU'RE *WASHED UP--!*

YOU'RE ALL A BUNCHA *CLOWNS!* NO WONDER *SANTONIO* IS HAVIN' TROUBLE KEEPING HIS GANG *TOGETHER--*

WITH HELP LIKE *YOU*--WHO NEEDS THE *FBI?*

BONK!

GRABBING YOUR *TERRITORY* IS GOING TO BE LIKE TAKING CANDY FROM A *KID*--

IT'S ALMOST *EMBARRASSING* --BUT ONLY *ALMOST.*

YOU-- TAKE OVER *MY* TERRITORY?

WHAT'RE YOU-- *CRAZY?*

I COULD HAVE YOU KILLED FOR *BREATHING* WRONG.

NOT A *CHANCE*, PAL. I'M THE GUY WHO FINISHED *SPIDER-MAN.*

THERE ISN'T A GUNSEL IN THIS TOWN WHO'D BLOW ME AWAY--NOT A *ONE.*

YOU *ARE* NUTS! IF YOU'VE KILLED SPIDER-MAN--

KLIK

REMOTE

"--WHAT'S HE DOING ON THE *SIX O'CLOCK NEWS?*"

NO! HE'S *DEAD* --I DID IT WITH MY *OWN HANDS!** HE CAN'T BE ALIVE-- BUT EVEN IF HE *IS*--

*OR SO SCORPY *THINKS*, SINCE THE END OF *LAST ISSUE.* -- LEN.

--I'LL KILL HIM *AGAIN!*

BOMK!

THE GUY'S AS LOONEY AS THEY *COME*, BOYS. *WASTE* 'IM.

HE'S MOVIN' TOO *FAST*, BOSS! CAN'T GET A *BEAD* ON 'IM-- HE'S--

POW

KAPOW

KAPOW POW

"--GONE!"
KICK ME OUT, WILL THEY?
WE'LL SEE WHO KICKS WHO AFTER I--
PARDON ME, FRIEND-- MAY I HAVE A WORD WITH YOU?
YOU DON'T KNOW ME, BUT I KNOW YOU.
I'VE A CERTAIN PROPOSAL TO MAKE CONCERNING A MUTUAL--
BOMP!
BUSTER, YOU JUST MADE THE MISTAKE OF YOUR LIFE!
WHAT-EVER YOUR GAME IS, YOU'RE GONNA GET CREAMED!
WAIT! WAIT!
YOU DON'T UNDERSTAND, SCORPION! MY GAME IS TO AID YOU--
--TO ASSIST YOU IN THE DESTRUCTION OF OUR MUTUAL ENEMY: SPIDER-MAN!
AHH... NOW YOU'RE LISTENING, EH?
THEN CONTINUE TO LISTEN, SCORPION... THE JACKAL HAS A PLAN...
THIS WOULDN'T BE A MADCAP MARVEL MAG IF WE DIDN'T TAKE THAT AS OUR SCENE-SWITCHING CUE, SO....
FUNNY THING ABOUT PAROLE OFFICERS--

--SOMETIMES IT TAKES THEM A WHILE TO ADD UP **TWO-AND-TWO.**

OF COURSE, I SHOULDN'T REALLY **BLAME** MAC GARGAN'S PAROLE OFFICER FOR NOT REALIZING THE SCORPION WAS BACK TO HIS OLD TRICKS--

CE HOTEL

HOTEL

GARIE

COFFEE SHOP

--SINCE I KNOW HOW **EASY** IT IS TO GET CAUGHT UP IN **OTHER THINGS.**

STILL, YOU'D THINK **SOMEONE** IN POLICE HEADQUARTERS WOULD'VE CHECKED GARGAN'S **OFFICIAL ADDRESS.**

INSTEAD, **I** HAVE TO BREAK INTO THE PAROLE OFFICE--

--PULL GARGAN'S **FILE**--

--AND FIND OUT HE'S LIVING HERE, IN A SEEDY UPTOWN **HOTEL.**

LET'S PUT SOME **LIGHT** ON THE SUBJECT, SHALL WE?

KLIK

IF I WERE A SECOND-RATE THIEF LIKE THE SCORPION, **WHERE** WOULD I HIDE MY STASH?

ANSWER: UNDER THE BED.

GARGAN, I'M **SURPRISED** AT YOU.

NO--THE SURPRISE IS ON **ME.**

IT'S JUST AN EMPTY **SUITCASE.** NOTHING IN IT BUT AN OLD WALLET AND SOME TICKETS FOR THE **'71 WORLD SERIES.**

SO, WHERE **ELSE** WOULD A SECOND-RATE THIEF--

THE CLOSET!

IF I DON'T LUCK OUT ON **THIS** GUESS, I'D BETTER TURN IN MY **SPIDER-SENSE.**

GIVE THE MAN A CIGAR...

CHA-RING!

87th PRECINCT, MEYER SPEAKING. WHO? OH YEAH? IF YOU'RE SPIDER-MAN, THEN I'M--

HUNH? YOU'VE FOUND WHAT--?

THE LOOT FROM YESTERDAY'S HOLD UP--THE ONE PULLED BY THE SCORPION, REMEMBER?

NEWSFLASH: IT'S IN HIS HOTEL ROOM UP IN WASHINGTON HEIGHTS.

DON'T MENTION IT, OFFICER--

"--I'M ALWAYS HAPPY TO HELP THE POLICE."

SO MUCH FOR FINDING THE STOLEN MONEY.

NOW HOW DO I FIND THE SCORPION?

AFTER PONDERING SAID QUESTION FOR ALMOST AN HOUR, OUR ERSTWHILE HERO MOMENTARILY ABANDONS HIS SEARCH TO VISIT A CERTAIN ELDERLY RELATIVE STAYING IN A MIDTOWN HOSPITAL...THE IMMORTAL OLD WOMAN KNOWN AS AUNT MAY...

YOU SHOULDN'T CONCERN YOURSELF ABOUT ME, PETER DEAR. THE DOCTOR SAYS I'LL BE FINE.

IT WAS SIMPLY THE SHOCK OF SEEING GWEN AGAIN--AFTER THOSE RUMORS OF HER DEATH--

THEY WEREN'T RUMORS, AUNT MAY--

--BUT HOW CAN I EXPLAIN THAT, WHEN I DON'T QUITE BELIEVE IT MYSELF?

BECAUSE SHE CAN'T ACCEPT WHAT SHE SAW, AUNT MAY HAS CREATED A FANTASY--

--IN WHICH GWEN HASN'T RETURNED FROM THE DEAD, BUT SHE NEVER REALLY DIED!

MAYBE I SHOULD--HUH?

KRASH!

PETER! THAT NOISE FROM BEYOND THE CURTAIN! WHAT--?

EE EE EE EE

WHERE IS HE, YOU OLD BAG? WHERE'S SPIDER-MAN?

I WAS TOLD I'D FIND HIM HERE--SO TELL ME WHERE HE IS--

--BEFORE I BREAK YOUR NECK!

OH, NO! IT'S THE SCORPION-- AND HE'S THREATENING AUNT MAY!

I SPEND HOURS LOOKING FOR HIM-- AND NOW HE SHOWS UP, LOOKING--FOR ME!

BACK OFF, SCORPION, BEFORE I
UNNNHHH!
WAP!
SHADDUP, KID-- YOU BOTHER ME!
OKAY, SWEETHEART: GIVE!
EITHER YOU TELL ME WHERE I FIND SPIDER-MAN, OR I'LL MAKE YOU A BRAND NEW SET OF DENTURES--THE HARD WAY!
PLEASE, I-- I DON'T KNOW-- OH, DEAR-- OH, GOODNESS--!
SHADDUP AND TALK, YA OLD FOOL.
YOU'VE GOT FIVE SECONDS BEFORE I--
BLAST! SHE'S FAINTED!
WHAT'LL I-- EH?
BONK!
STUPID PUNK.
MUST THINK HE'S A HERO OR SOMETHIN'.
ALL RIGHT, SO THIS AIN'T WORKING THE WAY THE JACKAL SAID IT WOULD.
SO I'LL MAKE IT WORK-- IF I HAVE TO TAKE THIS PLACE APART WITH MY BARE HANDS!
ACCORDIN' TO THE JACKAL, SPIDER-MAN WAS SUPPOSED TO BE IN THAT OLD HAG'S ROOM. IF HE AIN'T THERE, HE'S SOMEWHERE ELSE--

--MAYBE IN ONE'A THE PRIVATE ROOMS DOWN *HERE.*

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HUH?

CRUMMY CHEAP *DOORKNOB!*

CROMP!

RRIPP

SO--*OKAY,* HE AIN'T IN THIS ROOM *EITHER.*

SO--*OKAY,* I'VE GOTTA KEEP *LOOKIN'--*

--BUT I'LL *FIND HIM---*

--AND WHEN I *DO--*

--IT *AIN'T* GONNA BE A PRETTY SIGHT.

CRAKK

FIFTEEN DOORS AND SEVERAL STARTLED PATIENTS LATER:

IF ALL THIS IS SOME SORTA *GAG,* THAT *JACKAL* BUM IS GONNA NEED A NEW *SKULL.*

NOBODY SENDS THE SCORPION ON A WILD GOOSE CHASE.

WHEN I GET MY *HANDS* ON THAT RUNT, I'LL--*YOU!*

NOW *THAT'S* AN ORIGINAL LINE.

TRON!

WITH DIALOGUE LIKE THAT, YOU COULD WRITE FOR *JOHNNY CARSON.*

AFTER ALL, *SOMEBODY* SHOULD.

WHUNK!

WHAT'S *WRONG*, SCORPY? LOST YOUR *SENSAHUMMA?*

ME, I LOST MINE JUST A LITTLE *WHILE* AGO--

BAWHOOM!

--WHEN YOU *JUMPED* ON AN OLD LADY NAMED *MAY!*

THIS--AIN'T WORKING OUT--THE WAY IT'S *SUPPOSED TO*--!

YOU'RE NOT-- GIVIN' ME A *CHANCE*--!

WHAM

WHY *SHOULD* I, CREEP? YOU DON'T *DESERVE* A CHANCE!

GUYS LIKE YOU MAKE ME *SICK.*

YOU THINK YOU'RE THE TOUGHEST THING ON THE *STREET,* BUT WHEN THE GOING GETS *ROUGH*--

--SUDDENLY YOU TURN TO *COTTAGE CHEESE!*

THAT AIN'T TRUE!

YOU *STARTLED* ME, THAT'S ALL! I'M NO COWARD!

WELL, *HOORAY FOR YOU.*

KATOOM!

TERRIFIC.

I'VE *LOST* HIM.

THAT'LL TEACH ME TO USE MY *TEMPER* INSTEAD OF MY *BRAIN.*

HE COULD BE ***ANYWHERE,*** AND UNLESS I'M PRACTICALLY ***SITTING*** ON HIM, MY SPIDER-SENSE WON'T HELP ***ONE BIT.***

ALL I ***CAN*** DO IS CANVAS THE AREA--

--AND HOPE HE'S TOO ***RATTLED*** TO MAKE A GOOD ***GETAWAY.***

I'VE BEEN ***THINKING*** ABOUT WHAT HE SAID--THAT THE ***JACKAL*** TOLD HIM SPIDER-MAN WAS IN MAY PARKER'S ***HOSPITAL ROOM.***

THAT ***WORRIES*** ME. FROM HINTS THE JACKAL DROPPED WHEN WE LAST MET,* I'M BEGINNING TO THINK HE KNOWS SPIDER-MAN'S ***REAL IDENTITY--***

SPIDER-MAN 140.--LEN.

--AND IF HE DOES, THAT MAKES THE JACKAL MY ***NUMBER ONE ENEMY!***

THE ***TROUBLE*** IS--I DON'T KNOW WHAT THE JACKAL ***WANTS*** WITH ME--

--AND UNTIL I ***DO*** KNOW, I CAN'T AFFORD TO MAKE A RASH ***GUESS*** THAT COULD END UP--

BINGO!

MY ***SPIDER-SENSE*** IS TINGLING! THE SCORPION--

--IS UP THERE!

THE CHRYSLER BUILDING? AREN'T GUYS WITH KING KONG FIXATIONS SUPPOSED TO CLIMB THE EMPIRE STATE--?

AH, WELL. EACH TO HIS OWN.

WITH EITHER TOWER, ONE THING IS ABSOLUTELY CERTAIN--

--IF YOU FALL, IT'S A LONG WAY DOWN!

YAAAHHH!

HELP! SOMEBODY-- ANYBODY--

HELP!

NOOOOOOOO

I THINK YOU'RE MISSING THE IDEA, SCORPY:

YOU'RE SUPPOSED TO GO SPLAT--NOT PLAY TARZAN WITH THE ART DECO!

GOOD THING I SAW THAT ***STATUE*** IN THE SCORPION'S PATH-- OTHERWISE THIS PLOY WOULDN'T ***WORK.***

I'VE GOT HIM ***CONVINCED*** I'M A TOTAL ***MANIAC--!***

HE'LL DO ANYTHING I ASK-- JUST TO CALM ME ***DOWN!***

PLEASE --DON'T HIT ME AGAIN--

--I DON'T WANT TO ***FALL--***

--DON'T ***LET*** ME FALL--

--I'LL DO ANYTHING YOU ***ASK!***

ANYTHING...?

--APOLOGIZE FOR ***FRIGHTENING*** YOU, MRS. PARKER. IT WAS A ROTTEN THING TO DO, I'M SORRY, AND I WANT TO FORGET I EVER ***SAW*** YOU, ***ANY*** OF YOU, AND I HOPE I NEVER SEE YOU ***AGAIN!***

IT MAY NOT BE ***EXACTLY*** WHAT SPIDER-MAN HAD IN MIND, BUT I GUESS IT'LL ***DO.***

RIGHT, AUNT MAY?

ONE MOMENT, PETER. I'VE SOMETHING TO ***SAY*** TO THIS GENTLEMAN.

YOU SHOULD BE ***ASHAMED*** OF YOURSELF, YOUNG MAN. I HAVEN'T A VERY HIGH OPINION OF ***SPIDER-MAN*** ...BUT AT LEAST ***HE*** HAS ***MANNERS.***

WHY, YOU OLD--

WATCH YOUR ***TONGUE,*** OR I'LL SLAP YOUR ***FACE!***

THAT'S ***TELLING*** HIM, AUNT MAY.

ANYBODY EVER TELL YOU--YOU GET ***CUTE*** WHEN YOU'RE ***MAD?***

HUSH, PETER... YOU'LL TURN MY ***HEAD...!***

*WHO SEZ A MARVEL MAG CAN'T END **CHEERFUL?** NOT US, EFFENDI. **NOT US!***

NEXT ISSUE:

MORE MISCHIEF WITH THE MYSTERIOUS ***JACKAL;*** PLUS--THE ***POWER*** OF--

TARANTULA!

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

I'M BACK, SPIDER-MAN-- DEADLIER THAN EVER-- AND THIS TIME--

THE TARANTULA TAKES THE GAME!

THERE'S NO TIME TO DODGE THOSE RAZOR SHARP SPIKES-- I'VE HAD IT!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * ROSS ANDRU * M. ESPOSITO & D. HUNT * JOE ROSEN LETTERER STAN G. COLORIST * LEN WEIN EDITOR

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STREET SCENE: HOMEWARD FLIES THE CONQUERING HERO.

WELL, ALMOST.

MORE THAN A LITTLE WEARY AFTER HIS ADVENTURE WITH THE MAN-THING IN THE FLORIDA EVERGLADES*, OUR FRIENDLY NEIGHBORHOOD WEB-SPINNER HAS HITCHED A RIDE FROM THE AIRPORT TO THE CITY--

*SEE GIANT-SIZE SPIDER-MAN #5.--LEN.

--AND NOW, THAT RIDE IS AT AN END.

WHICH MEANS, OF COURSE --

--OUR STORY'S JUST BEGINNING:

HELLO THERE, DAILY BUGLE.

GUESS WHO'S BACK FROM THE SWAMP-LAND?

THAT'S RIGHT, BUGLE-- ME, YOUR EVER-LOVIN' STAR PHOTOGRAPHER--

--PETER PARKER, BOY HASBEEN.

AT LEAST, THAT'S WHAT JONAH JAMESON WILL SAY WHEN HE HEARS I HAVE --

NO PICTURES? NONE?

LET ME REFRESH YOUR MEMORY, PARKER: WE PAID YOUR WAY TO FLORIDA SO YOU COULD PHOTOGRAPH THE MAN-THING--

--NOT TO GIVE YOU A FREE VACATION!

JONAH, LISTEN--

NO, PARKER--YOU LISTEN! I'VE HEARD ABOUT YOUR PROBLEMS, BUT I'M A BUSINESSMAN--NOT A PHILANTHROPIST!

YOU WANT TO GOOF OFF, THAT'S FINE-- BUT YOU DON'T DO IT ON MY TIME!

I'M GOING TO MAKE YOU PAY ME BACK FOR THIS FLORIDA FIASCO, PARKER--

--IF NECESSARY, OUT OF YOUR HIDE!

I WOULDN'T HAVE *BELIEVED* IT IF I HADN'T SEEN IT *MYSELF*, NED.

A GUY ACTUALLY *LIVING* WITHOUT THE BENEFIT OF A *HEART.*

"--ONCE YOU GET TO *KNOW* HIM"?

WHAT'S *THAT*, PARKER?

JONAH'S NOT SO *BAD*, PETER--

NO THANKS, NED. I KNOW JAMESON ABOUT AS WELL AS I *WANT* TO RIGHT *NOW.*

WELL...YOU'RE ENTITLED TO YOUR *OPINION*, PETER.

LISTEN--ABOUT THIS *GWEN STACY* THING. I'VE DONE SOME *CHECKING* WITH GWEN--BROUGHT HER TO A *DOCTOR*--

--AND WHAT WE'VE *FOUND OUT*...

I GUESS YOU'D BETTER READ IT *YOURSELF.*

WHILE PETER PARKER REACHES A TREMBLING HAND TOWARD THAT MYSTERIOUS ***MANILA FOLDER***--

--WE'LL TURN A TREMBLING EYE TO AN UPSTATE ***FEDERAL PENITENTIARY***--

--WHERE A CERTAIN FERRY ***HIJACKER*** *IS SERVING A TWENTY-YEAR-TO-LIFE* ***SENTENCE***--

--AND HAS BEEN USING HIS TIME--TO WORK IN THE ***PRISON SHOE-SHOP!***

EXCELENTE!

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IT TOOK ME MANY MONTHS --BUT FINALLY, I HAVE *RECREATED* MY SPECIAL *SHOES.*

TONIGHT, AT LAST-- *THE TARANTULA LIVES AGAIN.!**

HEY, BUDDY-- *WHAT--?*

THUK

ARRHHH!

LAST SEEN IN* ***SPIDER-MAN #135* --LEN,

UNTIL I ACQUIRE THE PROPER *DRUGS* FOR MY SHOE-TIPS, I WILL HAVE TO BE *SATISFIED* WITH SIMPLY *STUNNING* MY VICTIMS--

--BUT I SHALL NOT HAVE *TOO* LONG TO WAIT, I THINK!

USING AN *ACETYLENE TORCH* TO BURN THROUGH THE *WINDOW GATE* WAS CHILD'S PLAY--

--CLIMBING THAT *WALL* WILL BE *ANOTHER* MATTER!

STILL, WITH MY *SHOES* ACTING AS *PINIONS*--

KPOW

POW

KRAK

REEEEE

--ESCAPE IS NOT *TOO* DIFFICULT, AFTER *ALL!*

AHH-- AND HERE IS MY AMIGO'S *TRUCK*--

--JUST WHERE HE *SAID* IT WOULD BE!

REEEEEE

HURRY, AMIGO-- THE GUARDS, THEY WILL BE *AFTER* US!

DON'T *WORRY*, TARANTULA-- EVERYTHING'S UNDER CONTROL.

YOU'RE IN THE *BIG LEAGUES* NOW--

REEEEE

--AND *THE JACKAL IS THE BIGGEST LEAGUE OF ALL!*

MEANWHILE, BACK IN FUN CITY...

--FEEL AS THOUGH THIS IS MY HOME AWAY FROM HOME, NURSE.

I'VE BEEN IN THE HOSPITAL SO OFTEN, YOU KNOW.

I UNDERSTAND, MRS. PARKER.

EVEN SO-- I HOPE WE DON'T SEE YOU AGAIN SOON.

COME ALONG, MAY-- MARY JANE HAS THE ELEVATOR ON HOLD.

THANK YOU AGAIN, DEAR. YOU'RE ALL SO KIND.

IT'S TOO BAD PETER COULDN'T BE HERE TO PICK ME UP, MARY JANE--IT'S SO NICE TO SEE YOU YOUNG PEOPLE TOGETHER.

WELL, YOU KNOW PETEY, MRS. PARKER. YOUR NEPHEW'S GOT A LOT ON HIS MIND THESE DAYS.

MARY JANE --WAIT WITH MAY IN THE LOUNGE.

I'LL BRING THE CAR AROUND FRONT.

WELL, ISN'T THIS NICE?

WE HAVEN'T HAD A GIRL-TO-GIRL TALK IN THE LONGEST TIME, MARY JANE.

HOW HAVE YOU AND PETER BEEN GETTING ALONG, HMM, DEAR?

FRANKLY, MRS. PARKER... NOT AT ALL.

SINCE GWEN STACY CAME BACK, I HAVEN'T SEEN PETER ONCE. IT'S AS THOUGH HE'S FORGOTTEN I EXIST.

WHAT? DEAR GIRL, ARE YOU SERIOUS?

SERIOUS?

SERIOUS?

LISTEN, MRS. PARKER, BEFORE YOUR NEPHEW WENT TO PARIS-- WE REALIZED SOMETHING ABOUT EACH OTHER--

--SOMETHING IMPORTANT--

--BUT THE WAY HE'S BEEN ACTING LATELY, WE MIGHT AS WELL NEVER HAVE-- WELL, LIKE I SAID --FOR HIM, I'M NOT ALIVE!

MARY JANE WATSON, I AM ***SHOCKED!*** I NEVER THOUGHT A YOUNG GIRL LIKE YOU WOULD LET HERSELF BE ***PUSHED ASIDE*** BY ANOTHER WOMAN!

WHY, IT'S SIMPLY ***DISGRACEFUL!***

MOST PEOPLE ONLY HAVE ***ONE CHANCE*** AT LOVE, DEAR--

--AND YOU MUSTN'T-- ***MUSTN'T***-- LET IT SLIP BY!

MY DARLING ***BEN*** ALMOST DIDN'T ***PROPOSE*** TO ME, YOU KNOW-- HE WAS SUCH A ***SHY*** MAN...

IF I'D LEFT THINGS TO ***HIM***, I'D BE AN OLD MAID --AND NOT EVEN HAVE MY ***MEMORIES.***

YOU'RE SAYING I SHOULDN'T LET PETER ***GO***, MRS. PARKER?

I'M SAYING YOU SHOULD THINK ABOUT YOUR ***FUTURE***, CHILD.

SOMETIMES A PERSON LETS THEIR ***PRIDE*** GET THE ***BETTER*** OF THEM, YOU KNOW--

BEEP

OH, MY-- THERE'S ***ANNA.***

BEEP

PRIDE IS THE WORST THING IN THE ***WORLD***, MARY JANE.

IT KEEPS PEOPLE ***APART***-- WHEN THEY NEED EACH OTHER THE ***MOST.***

YEAH...

NY 1355

YEAH, I SEE WHERE YOU'RE ***COMING FROM***, MRS. PARKER.

MAYBE I ***HAVE*** BEEN A LITTLE ***HARD-HEADED.*** MAYBE YOU'RE ***RIGHT.***

Y'KNOW, LADY-- YOU'RE PRETTY ***TOGETHER!***

WELL, MY GOODNESS-- AT ***MY*** AGE, I CERTAINLY ***HOPE*** SO!

INTERMISSION, FOLKS.

GO GET YOUR ***POP-CORN*** AND YOUR ***COKES*** AND WHEN YOU COME BACK, WE'LL START IN ON ***ACT TWO:***

NAMELY-- ***WEB-SWINGING TIME!***

ALL SET? GOOD. HERRRRRRRRE'S --SPIDEY!

I DON'T BELIEVE IT.

REALLY... I DON'T *BELIEVE* IT.

THE *LAB REPORT* NED LEEDS SHOWED ME--

LABORATORY REPORT

--ACCORDING TO THE LAB'S *FINDINGS*, THE GIRL WHO TURNED UP IN MY APARTMENT *IS* GWEN STACY--

--*SORT OF.*

AND-- WELL-- SORT OF, SHE'S ALSO A *CLONE.*

ANOTHER PERSON-- GROWN FROM THE CELL TISSUE OF THE *FIRST* GWEN--

--*IDENTICAL* TO GWEN IN EVERY WAY, EVEN DOWN TO HER *MEMORY.*

EXCEPT-- HER MEMORY *ENDS* A SHORT TIME BEFORE GWEN'S *DEATH.*

WOW.

OH, WOW.

MIRRO

I JUST THOUGHT-- SUPPOSE *SHE* ISN'T THE *LAST*?

SUPPOSE THERE ARE *MORE?*

TEN GWEN STACYS-- A *HUNDRED--?*

A *THOUSAND* GWEN STACYS-- ALL IN LOVE WITH ME-- ALL OF THEM WANTING A PIECE OUT OF MY *LIFE--*

HUH...?

THE *MIRROR* IN THAT STORE WINDOW--

--IT'S SHOWING A *REFLECTION* OF *GWEN!*

GWEN, I'M *SORRY*--YOU KNOW I *LOVED* YOU. YOU KNOW I ALWAYS--

GWEN?

NO...

HOW MANY TIMES ARE YOU GOING TO *DIE?*

HOW MANY TIMES AM I GOING TO *HOLD* YOU--AND FEEL YOU SLIPPING AWAY-- *FOREVER?*

I WON'T!

I WON'T!

NO!

YOU CAN'T COME BACK! YOU'RE *DEAD!*

KRASH

I WON'T LET YOU COME BACK!

I-- EH?

I- I MUST HAVE *FLIPPED OUT!* THE PRESSURE--THE STRAIN OF HAVING GWEN COME--BACK-- WAS ALMOST *TOO MUCH--!*

I'D BETTER--

YOU'D BETTER *HOLD IT RIGHT THERE,* WEB-SLINGER...

...AND COME OUT WITH YOUR HANDS *HELD HIGH!*

TERRIFIC. NOW WHAT DO I DO--WITH THE *POLICE* ON MY TAIL?

YOU NEED DO *NOTHING,* AMIGO--

THAK

THUNT

--TARANTULA HAS TAKEN CARE OF *EVERYTHING!*

HUH? BUT YOU'RE SUPPOSED TO BE--

IN JAIL?

TRUE, AMIGO-- AND I WOULD BE THERE *STILL,* THANKS TO *YOU.*

AND THAT, AMONG *OTHER* THINGS--

--*IS WHY YOU MUST DIE!*

F. W. WOOLWORTH

DON'T--

--HOLD--

--YOUR--

--BREATH--

"--AMIGO"!

WHUNK

HOUSTON ST.

GORDONS

NA 155-65

M-MABEL... MAYBE IT'S T-TIME WE WENT BACK TO *D-DETROIT!*

SO GET GOING HERMAN! GET GOING!

YOU ARE *SWIFT*, SPIDER-HOMBRE.

WE COULD HAVE MADE *USE* OF YOU IN MY COUNTRY!

ON WHICH *SIDE*, TARANTULA?

THE *GUERRILLA REBELS* YOU *BETRAYED*--

--OR THE *MILITARY GOVERNMENT* WHICH THREW YOU INTO *EXILE*?

WHAT'SA *MATTER*, TARANTULA? ASHAMED OF YOUR SLIMEY *BACKGROUND*?

I *HAVE* NO SHAME, AMERICAN.

I HAVE *POWER*--

ON DUTY

KLANG

--AND *POWER* IS ALL I *NEED*!

-*EEEEK*!

CABBIE--GET US *AWAY* FROM HERE!

DON'T *WORRY* ABOUT IT, LADY. THESE SUPER-JERKS DO STUFF LIKE THIS *ALL'A TIME*.

IN NEW YORK, YOU GET *USED* TO-- *HUH*?

MY RADIATOR!

TAXI

COME DOWN HERE, YOU *CREEP*!

BUST UP *MY* CAR, WILLYA?

I SAID GET DOWN HERE!

SOME *OTHER* TIME, FRIEND. I'M *BUSY*!

I TELL YOU, HYMAN-- THIS BUS IS GOING THE *WRONG WAY!*

SO *WHO CARES*?

KENTUCKY CHICKEN | TRY GORDON'S GIN | 5 EAST HOUSTON | 71035

IF IT MEANS WE GET TO SEE *SPIDER-MAN* FIGHT THE *TARANTULA*--

--*LET* THE BUS GO THE WRONG WAY!

ME, I'M NOT *ARGUING!*

FUNNY...THE TARANTULA SEEMS TO BE RUNNING IN *CIRCLES!*

NOW WE'RE BACK WHERE WE *STARTED*-- BUT *WHY*?

POIK

POIK

HEY, TARANTULA-- ARE YOU *NUTS* OR SOMETHING?

WHAT'S WITH THIS *MERRY-GO-ROUND* BIT?

5 EAST HOUSTON 5

WHEN YOU STALK AN *ANIMAL*, AMIGO, FIRST YOU BRING HIM TO THE *TRAP*--

--*AND THEN YOU THRUST HIM IN!*

BONK!

5 EAST HOUSTON

KRASH!

HYMAN, LOOK--!

IT'S SPIDER-MAN!

MOVE TO THE REAR OF THE *BUS*, PLEASE. PLEASE MOVE TO THE *REAR* OF THE BUS.

WHAT THE--? ARE YOU *CRAZY*, FELLA?

MAYBE, IF I'M VERY *QUIET*-- THEY'LL ALL JUST *DISAPPEAR--!*

DON'T YOU SEE WHAT'S *HAPPENING*?

I'LL JUST *SIT* HERE AND READ MY PAPER. THAT'S WHAT I'LL DO.

WOW! LOOKIT *THAT!*

THANK YOU FOR MOVING TO THE REAR OF THE BUS.

ZAROOM!

GORDON'S

NEXT STOP-- *FORTY-SECOND STREET.*

EAST HOUSTON ST.

THIS IS *CRAZY*-- DOESN'T MAKE ANY *SENSE*--!

THE TARANTULA *FIGHTING* ME-- *THROWING* ME THROUGH THAT WINDOW--

--AND THE *DRIVER*-- ACTING LIKE NOTHING'S *GOING WRONG?*

FORTY-SECOND STREET... NEXT STOP, *CHAMBERS STREET.*

KRASH

READ THE DAILY BUGLE

THUMP

LEMME OUTTA HERE!

THIS CITY'S GONE CRAZY!

HELP! POLICE, HELP!

I WILL GO HOME AND I WILL GO TO *SLEEP*--

--AND WHEN I WAKE UP, NONE OF THIS WILL HAVE *HAPPENED.*

HYMAN...THAT BUS DRIVER *BROUGHT* US TO THAT SPOT, JUST SO THE TARANTULA COULD *DO* THAT TO SPIDER-MAN.

IS IT OUR *BUSINESS*, BERNIE?

WOULD ANYONE *BELIEVE* US IF WE *TOLD* THEM?

WOULD *YOU?*

BERNIE... MY POINT *EXACTLY.*

UMMMPPHH! TARANTULA'S PLAYING *SERIOUS* NOW--!

AND IF I DIDN'T HAVE *ENOUGH* PROBLEMS, THIS BUS KEEPS *SWERVING*-- SPEEDING LIKE *CRAZY*--!

ZAROOM!

GORDON'S

ZAROOM!

"GREAT! IT'S SLOWING DOWN --STOPPING! NOW I CAN--

SKREECH

"HUH? THE DOORS ARE OPENING--

SWISH

"--SOMEONE'S GETTING ON--!"

I DON'T BELIEVE IT!

GWEN! WHAT'RE YOU DOING HERE, HONEY? YOU CAN'T--!

NO! SHE DOESN'T HEAR ME! SHE'S ACTING LIKE--A ROBOT?

MISS...YOU FORGOT YOUR THIRTY-FIVE CENTS.

NOT YOU AGAIN! MISTER, YOU CAN'T BE REAL!

NOBODY BEHAVES LIKE YOU DO-- NOBODY!

YOU DON'T THINK SO?

THEN I SUPPOSE "THE GIG IS UP," EH, LAWMAN?

NOBODY "REAL" DOES ACT THE WAY I DO--

--BECAUSE NO ONE "REAL" IS THE JACKAL!

HA HA HA HA HA HA

5 EAST HOUSTON ST.

OKAY, AT LEAST *SOMETHING* IN THIS NUTTY FIGHT IS BEGINNING TO MAKE *SENSE!*

THE JACKAL'S BEEN AFTER ME FOR *MONTHS*--

5 EAST HOUSTON 5

--AND HE MUST HAVE HIRED *THE TARANTULA* TO *HELP* HIM!

BUT *EVEN SO*--WHERE ON *EARTH* IS HE *TAKING* US? I--

OH, *NO!* THAT *VOLKS-WAGON--!*

PERSUASION

SCREECH!

GEORGE--*MOVE THE CAR.*

I-I CAN'T--THE BATTERY'S *DEAD--!* WE'RE *STUCK--!*

GEORGE--*MOVE THE CAR.*

I JUST *TOLD* YOU --THE- THE *BATTERY--*

ON ST.

SHUTTUP AND MOVE THE CAR!

WHONK!

YAAAAHHH!

OUSTON ST.

SWOOT SWOOT SWOOT

READ THE DAILY BUGLE

I TOLD YOU TO MOVE THE CAR, GEORGE.

UNNNH! THE TARANTULA'S STARTING TO WEAR ME *DOWN!*

I'VE GOT TO WATCH THOSE *STINGS* OF HIS-- CAN'T LET ONE *JAB* ME--!

SAY... *UP AHEAD--*

CRESPI ORGANIC FOODS

--IT'S THE BROOKLYN BRIDGE!

BUT-- THAT'S WHERE GWEN-- NO! CAN'T THINK ABOUT THAT!

THE BUS IS STOPPING--

--AND THERE GO GWEN AND THE JACKAL!

IF YOU CARE TO JOIN US, SUPER-HERO, YOU'LL FIND US ON THE TOP.

I'M SURE YOU KNOW YOUR WAY.

NUTS!

WHAK

YOU'RE NOT GOING ANYWHERE, JACKAL--

--LEAST OF ALL, WITH HER!

AMIGO--

--NEVER TURN YOUR BACK ON A TARANTULA!

PONGG!

DRUGGED TIP--

--POISON SPEEDING THROUGH MY BODY--

--GWEN, FORGIVE ME--I--

--CAN'T--

--UHHHHHH

UHHH-- WHAT?

CHAINS? I'M CHAINED--?

IT WAS NOT MY IDEA, AMIGO. I WOULD HAVE MADE YOUR DEATH A QUICK AND PAINLESS ONE--

--BUT YOU SEE, MY FRIEND INSISTED WE WAIT TILL YOU AWAKENED.

GWEN... YOU'VE GOT TO TELL ME WHAT THIS IS ABOUT... I CAN'T UNDERSTAND WHAT--

OF COURSE YOU CAN'T UNDERSTAND, YOU DOLT!

HOW COULD YOU UNDERSTAND ANYTHING I'D CONCEIVED?

HOW CAN YOU UNDER-STAND PURE HATE--

--THE HATRED I FEEL FOR YOU, BECAUSE OF WHAT YOU DID TO THIS POOR, DARLING YOUNG GIRL?

DON'T LOOK TO HER FOR HELP, SPIDER-MAN. SHE'S MINE NOW-- AND YOU CAN'T HURT HER ANYMORE!

I GAVE HER LIFE--

--JUST AS I'M GOING TO GIVE YOU DEATH--

--BY KILLING YOU THE SAME WAY YOU KILLED GWEN STACY TWO YEARS AGO!

GO AHEAD, TARANTULA-- PUSH HIM OFF!

ADIOS, AMIGO. YOU WERE A GOOD FOE-- IF A FOOLISH ONE.

HEY!

OKAY, HERO-MAN...

LET'S SEE YOU GET OUT OF THIS!

AAHAHA HA HA HA HA HA

TO BE CONTINUED!

NEXT ISSUE: REVEALED AT LAST! WHO IS-- THE JACKAL?

SPIDER MAN

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the AMAZING SPIDER-MAN®

TM

ADIOS, WEBHEAD! GIVE OUR REGARDS TO THE FISHES!

TODAY THE TARANTULA TRIUMPHS!

G.K. & J.R.

REVEALED AT LAST!

THE SHATTERING SECRET OF THE JACKAL!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

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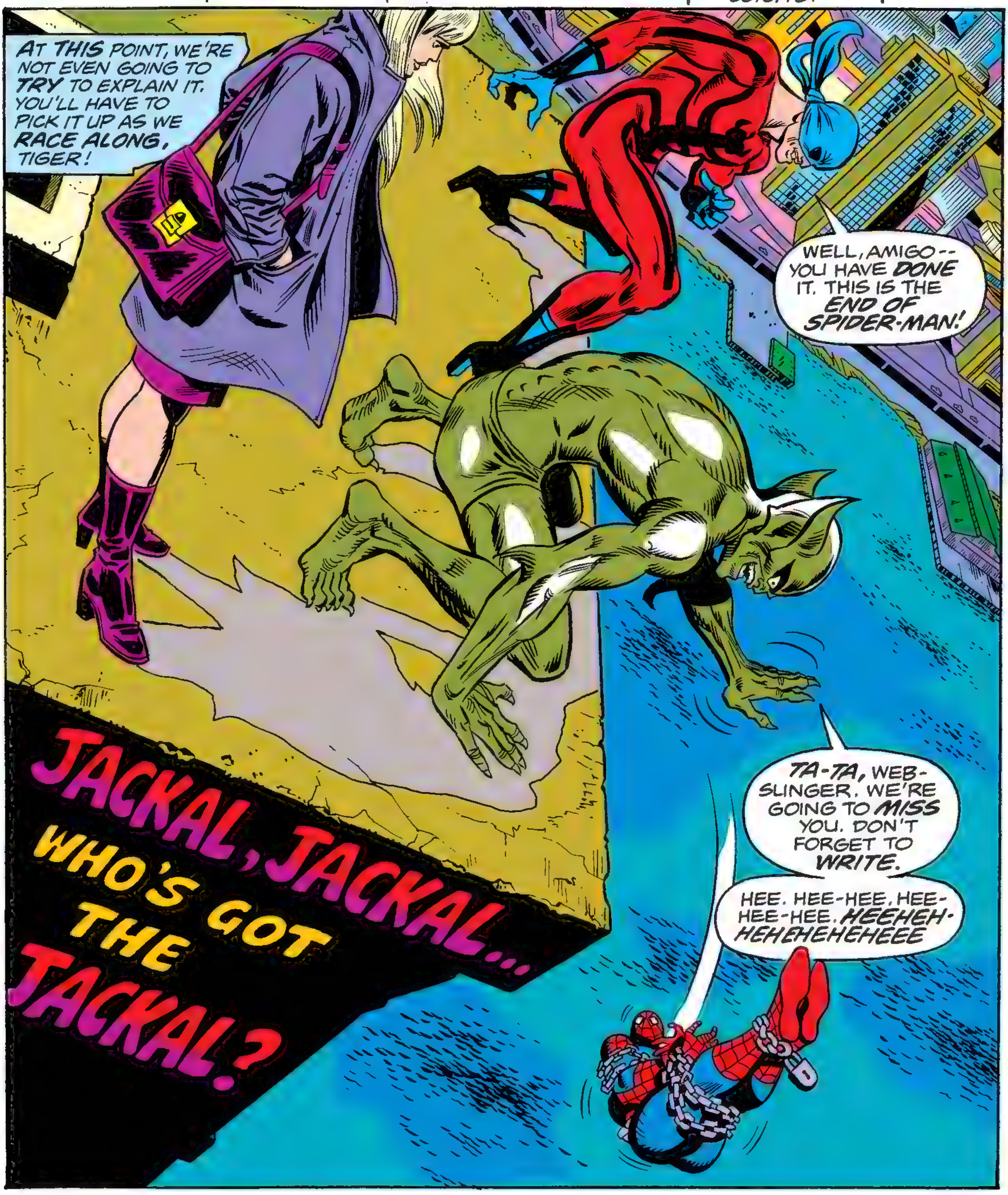
AT THIS POINT, WE'RE NOT EVEN GOING TO TRY TO EXPLAIN IT. YOU'LL HAVE TO PICK IT UP AS WE RACE ALONG, TIGER!
WELL, AMIGO -- YOU HAVE DONE IT. THIS IS THE END OF SPIDER-MAN!
JACKAL, JACKAL... WHO'S GOT THE JACKAL?
TA-TA, WEB-SLINGER. WE'RE GOING TO MISS YOU. DON'T FORGET TO WRITE.
HEE. HEE-HEE. HEE-HEE-HEE. HEEHEH-HEHEHEHEHEEE

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TERR-RIFIC! THE JACKAL'S REALLY DONE IT TO ME THIS TIME--

--BUT WITH ANY LUCK AT ALL, I MIGHT JUST BE ABLE TO CATCH A PASSING CORNICE STONE WITH MY WEBBING, AND--

SO MUCH FOR THAT IDEA.

I'M FALLING SO FAST, AND MY ARMS ARE BOUND SO TIGHTLY-- I CAN'T TAKE PROPER AIM WITH MY WEB-SHOOTER!

BUT I'VE GOT TO TRY! I CAN'T FLUNK OUT NOW-- WITH THE MYSTERY OF GWEN STACY HANGING OVER MY HEAD!

I'D NEVER BE ABLE TO LIVE WITH MYSELF!

THWIP!

OBOY. I KNOW I'M REALLY IN TROUBLE WHEN I START MAKING LOUSY JOKES LIKE THAT.

C'MON, WEBBING-- DO IT! DO IT!

THWUP!

DONE!

NICE AND *SMOOTH*, HERO. *NICE* AND SMOOTH.

I'VE GOT TO *HAND* IT TO MYSELF--WHEN IT COMES TO *CLOSE SHAVES*, I'M THE WORLD *CHAMPION* CLOSE-SHAVER!

LARRY

SHELL

ALL I'VE GOT TO DO NOW IS GET RID OF THE *INERTIA* FROM MY FALL BY SWINGING ON MY WEB LIKE A *PENDULUM*--

--AND WHEN I'M DONE WITH *THAT*--

--THE JACKAL AND I ARE GOING TO HAVE A LITTLE *TÊTE-A-TÊTE*--

--JUST THE *TWO* OF--

HUH?

SWINGING BACK *TOO FAR!* I'M GOING TO--

WHOMP!!

THERE THEY ARE, LIEUTENANT--UP ON THE SUPPORT COLUMN!

HOW'D THEY DO THAT--BY HELICOPTER?

FRANKLY, MISTER--I DON'T KNOW AND I DON'T CARE!

YOU UP THERE! STAY RIGHT WHERE YOU ARE! WE'RE COMING TO GET YOU--AND WE DON'T WANT ANY TROUBLE! UNDER-STAND?

OF COURSE I UNDERSTAND, YOU BLUE-SUITED APE. I SPEAK ENGLISH, DON'T I?

YET THE DIFFERENCE BETWEEN UNDER-STANDING AND OBEYING IS THE DIFFERENCE BETWEEN NIGHT AND DAY.

EXCUSE ME, MY DEAR. MAY I HAVE YOUR COAT?

THANK YOU.

NOTICE, TARANTULA, WHAT I'VE CONCEALED WITHIN THE DARLING MS. GWEN STACY'S JACKET:

A COMPLETE, PORTABLE JET PACK--

--WHICH YOU SHALL DO US THE HONOR TO WEAR.

BUT, SENOR JACKAL--IT HAS NO FUEL!

TARANTULA, YOU INSULT ME.

GWEN--YOUR PURSE, PLEASE?

WE'RE WARNING YOU, FELLA-- THERE'S NO WAY DOWN EXCEPT THE INSIDE STAIRS.

SO UNLESS YOU'RE GONNA SPROUT WINGS-- YOU BETTER CHUCK IT IN--

--NOW.

YOU SEE, MY SOUTH AMERICAN COLLEGUE?

I'VE ANTICIPATED EVERY CONTINGENCY. A JET PACK WITHIN THE GIRL'S COAT--

--AND SOLID FUEL CAPSULES IN HER HANDBAG!

COME, TARANTULA-- LET US AWAY-- HEY?

WHERE... ARE... WE... GOING?

AMAZING GIRL, TARANTULA. EVEN HYPNOTIZED, SHE RETAINS HER CURIOUSITY.

WE'RE GOING TO A SAFE PLACE, GWEN DEAR--

--WHERE NO ONE WILL EVER FIND US-- INCLUDING THE POLICE!

UH... LIEU-TENANT? IS THAT FOR REAL?

MISTER, IF WE'RE SEEING IT, IT'S REAL...

"...I HOPE."

SOON, SEVERAL HUNDRED FEET BELOW...

OKAY-- THIS ONE WE DON'T BLOW. SPIDER-MAN'S BEEN HANDED TO US ON A SILVER PLATTER--

--AND IT'LL MEAN OUR HEADS IF HE GETS AWAY! UNDERSTAND?

YES SIR!

EASY--TAKE IT *EASY.*

SET 'IM DOWN *GENTLY.* IS HE STILL *BREATH-ING?*

I THINK *SO,* LIEUTENANT.

GREAT. THIS MEANS A *CAPTAINCY* FOR SURE!

SHOULD I TAKE OFF HIS *MASK...?*

NO, *NO!* ARE YOU *CRAZY?*

THERE'LL BE *TV CAMERAS* ON THE DOCK--AND THE REPORTERS'LL WANT TO STAGE SOME SORTA *DRAMATIC UNVEILING!*

...I ALWAYS *WONDERED* HOW I'D LOOK ON TV...

HEY, *LIEUTENANT!* LOOK WHO *ELSE* IS WAITIN' FOR US!

THE COMMISSIONER!

RALPH ARBUNKLE... *THIS* IS YOUR *LUCKY DAY!*

QUICK--GET THOSE *CHAINS* OFF HIM! *HURRY!*

RAINBOLT WHSE

HUH? BUT *WHY,* LIEUTENANT--?

HOW'S IT GONNA *LOOK,* YOU BOOB, IF FOUR OF *NEW YORK'S FINEST* CAN'T HOLD SPIDER-MAN WITHOUT KEEPING HIM CHAINED UP LIKE A *MAD GORILLA?*

WHEN YOU'RE DEALING WITH THE *TELE-VISION AUDIENCE,* YOU'VE *GOT* TO THINK ABOUT *AP-PEARANCES*-- KNOW WHAT I MEAN?

LIEUTENANT, I KNOW EXACTLY WHAT YOU MEAN!

LOOK AT ME! I HAD TO APPEAR UNCONSCIOUS SINCE YOU GUYS PICKED ME UP.

AND WHILE I HATE TO HAVE TO RAISE MY HAND AGAINST YOU--

--IT'S TIME I GOT OFF!

NO! YOU CAN'T DO THIS TO ME!

YOU CAN'T!

BRAKAKAKA

--AND I HOPE YOU BUY YOUR SHOES WHOLESALE, ARBUCKLE, BECAUSE YOU'LL BE POUNDING A BEAT FOR THE NEXT TWENTY YEARS!

STREET SCENE: ONE HALF HOUR LATER, ON MANHATTAN'S LOWER WEST SIDE...

PARKING

WELL! IF IT ISN'T PETER PARKER-- THE LONELY GIRL'S FRIEND.

UH...HELLO, MARY JANE...

HEY! THE MAN REMEMBERS MY NAME!

LOVE

FOR A WHILE THERE, I'D THOUGHT YOU'D FORGOTTEN IT, FELLA--OR AT LEAST MY PHONE NUMBER.

WHAT'S WRONG-- GWEN STACY TAKE UP ALL YOUR FREE TIME THESE DAYS, NOW THAT SHE'S BACK?*

UHH...

LOVE

*GWEN RETURNED IN ISSUE #144. --LEN.

SAY, YOU LOOK ALL *POOPED-OUT*, TIGER. GUESS BLONDIE'S BEEN KEEPING YOU UP *LATE* NIGHTS--RIGHT?

COME *ON*, PARKER. I'M GIVING YOU A CHANCE TO *DEFEND* YOURSELF.

OR CAN'T YOU THINK OF SOMETHING *SWEET* AND *ENDEARING*?

UHHH... LISTEN, COULD WE... TALK ABOUT THIS SOME OTHER *TIME*...?

UH-*UNH*, FRIEND. WE'RE TALKING ABOUT IT *NOW*.

TODAY.

THIS MINUTE.

I HAD A LONG *TALK* WITH YOUR *AUNT MAY* THE OTHER NIGHT, PAL-- AND THAT LADY HIT THE NAIL STRAIGHT ON THE *HEAD*.

SHE TOLD ME--IF YOU WANT TO *KEEP* A MAN, YOU'VE GOT TO *FIGHT* FOR HIM.

AND BUDDY-- I'M *FIGHTING*. CONSIDER THIS A *DECLARATION OF WAR*.

SURE. UH-HUH. ANYTHING YOU SAY.

SNAP OUT OF IT, MAN! I'M TALKING TO YOU!

OKAY, SO SOMETHING *FREAKY* IS GOING ON WITH GWEN --OR *WHOEVER* THIS CHICK IS-- *OKAY*, I *UNDERSTAND* THAT. GOT IT?

I *UNDERSTAND*.

UH-HUH. THAT'S *SWELL*, *MJ*.

WHAT I'M *SAYING* TO YOU, PARKER, IS *THIS*:

IT'S *HER*-- OR IT'S *ME*.

EITHER *YOU* GET YOURSELF *TOGETHER*--

--OR I'LL GET YOU TOGETHER *MYSELF*!

THUMP

ARE YOU LISTENING TO ME?

GOOD LORD... WHAT HAVE I DONE?

MARY JANE, WAIT, I--

SHE'S GONE.

PARKER, MY MAN, YOU ARE A TRULY *FIRST-CLASS* DODO.

YOU ARE WHAT THEY CALL IN THE TRADE-- *STUPID.*

THAT'S *S-T-U-P-I-D.*

STUPID.

YES, GANG, IT'S NOT BEEN WHAT YOU'D TERM A *GREAT DAY* FOR OUR HARRIED HERO. IT'S BEEN THE SORT OF DAY YOU WANT TO *FORGET*-- AS *QUICKLY* AS POSSIBLE.

PETER PARKER FORGETS THINGS BY TAKING A *BATH*...

(LISTEN--SOME PEOPLE BET ON *HORSES*, OTHER PEOPLE TAKE *BATHS*. WHATEVER GETS YOU THROUGH THE *NIGHT*, PILGRIM...)

BROTH-*ER* DID I NEED *THIS.*

FOR THE NEXT *HOUR*, I'M JUST GOING TO *SOAK* AND--

BING-BONG

HUH? THE DOORBELL?

MARY JANE--?

MARY JA--

OH.

HELLO, NED.

SORRY YOU'RE NOT PLEASED TO *SEE* ME, PARKER.

MIND IF I *COME IN?*

WHAT? OH --*SURE* NED. SURE.

WANT SOME *COFFEE?*

THANKS.

I'VE BEEN *THINKING* ABOUT THIS *GWEN STACY* THING, PETER--IN BETWEEN MY ASSIGNMENTS AT THE *DAILY BUGLE*-- AND I'VE GOT SOME *THOUGHTS* TO THROW AT YOU.

ONE: THE *REAL* GWEN-- THE GWEN *WE* KNOW IS *DEAD*.

SUCH AS?

TWO: THERE SEEMS TO BE A *SECOND* GWEN--A *CLONE* OF THE FIRST.

THIS SECOND GWEN HAS ALL THE FIRST ONE'S MEMORIES-- BUT *HER* EXPERIENCE IS SEVERAL MONTHS OUT OF *DATE*.

GO ON!

YOU WANT MILK OR *CREAM*?

CREAM.

THREE: SOMEONE IS BEHIND THE APPEARANCE OF THIS SECOND GWEN-- SOMEONE WHO MEANS EITHER *YOU* OR *SPIDER-MAN* HARM.

I SAY THAT BECAUSE SPIDER-MAN WAS ORIGINALLY *BLAMED* FOR GWEN STACY'S *DEATH*--

MILK

--*BEFORE* IT WAS LEARNED THAT THE *GREEN GOBLIN* WAS RESPONSIBLE.

FOUR: WHOEVER HAS BROUGHT GWEN BACK *HAD* TO HAVE HAD ACCESS TO HER CELL TISSUE WHEN SHE WAS *ALIVE*--

THAT'S *IT*, NED--I THINK YOU'VE *GOT IT!*

TELL ME WHAT I'VE GOT.

GWEN AND I TOOK SEVERAL *CLASSES* TOGETHER AT COLLEGE--ONE OF THEM PROFESSOR WARREN'S *BIOLOGY CLASS!* I REMEMBER THE PROFESSOR'S *ASSISTANT* COLLECTING *CELL SAMPLES* FOR SOME PROJECT OR OTHER--

--SAMPLES FROM THE *ENTIRE* CLASS--

--*INCLUDING GWEN!*

IF PROFESSOR WARREN CAN REMEMBER WHAT *HAPPENED* TO THOSE SAMPLES--

LET'S GO!

UH--BUT BEFORE WE *DO*-- MAYBE I'D BETTER PUT SOME *PANTS* ON--!

ONE HOUR AND TWENTY-FIVE MINUTES LATER: PETER'S COLLEGE CAMPUS IN QUEENS...

PROFESSOR WARREN ALWAYS TEACHES A LATE CLASS ON TUESDAY, NED--

--AND THERE HE IS NOW. HEY, PROFESSOR!

COULD I SEE YOU A MOMENT, SIR?

WHAT--? OH, PARKER. IF IT'S A SCHOOL MATTER, MY OFFICE HOURS--

UH,..IT'S NOTHING LIKE THAT, PROFESSOR. AS A MATTER OF FACT, I DON'T KNOW HOW TO EXPLAIN...

THEN RELAX, SON. TENSION ISN'T GOOD FOR A BOY YOUR AGE.

MAYBE I SHOULD TRY, PROFESSOR. MY NAME IS NED LEEDS--AND WE'RE HERE ABOUT GWEN STACY.

GWEN? BUT THE POOR GIRL'S--

DEAD, SIR. THAT'S WHY WE'RE HERE--UH--I MEAN, SHE IS AND SHE ISN'T.

WHEW! I'M NOT BEING VERY CLEAR, AM I?

NO, PETER, YOU'RE NOT.

PROFESSOR--HAVE YOU EVER HEARD ABOUT CLONES--?

SLOWLY, PAINFULLY, PETER PARKER RELAYS THE EVENTS OF THE PAST FEW WEEKS... AND AS HE TALKS, HE BEGINS TO DOUBT THE FABRIC OF HIS OWN SANITY ... UNTIL...

PERHAPS I CAN HELP YOU, PETER.

AS I RECALL, THERE WERE SOME CELL SPECIMENS LEFT OVER AFTER THAT LAB PROJECT YOU MENTIONED.

I KEPT THEM HERE--

--IN THIS REFRIGER--

THAT'S ODD, THE SPECIMENS ARE GONE.

GONE?

I AFRAID *SO*, PETER-- AND I'VE A FAIR IDEA WHO MIGHT HAVE *TAKEN* THEM.

MY *ASSISTANT* AT THAT TIME--

--ANTHONY SERBA.

BUT AS TO *HIS* WHERE-ABOUTS--

I CAN'T *HELP* YOU. SERBA *DISAP-PEARED* SOME MONTHS AGO.

THANKS, PROFESSOR WARREN.

NED AND I WILL TAKE IT FROM *HERE*.

AND, WHEN THE TWO FRIENDS GET OUTSIDE...

PETER, YOU TRY TO TRACK DOWN SERBA'S OLD ADDRESS FROM THE *REGISTRAR'S OFFICE*. I'M HEADING BACK TO THE *BUGLE*--

--TO FIND OUT IF ANY-ONE'S LOCATED *GWEN*.

LEAVE A MESSAGE FOR ME *THERE* WHEN YOU FIND THE *ADDRESS*. TILL THEN, BUDDY--

ADIOS, AMIGO!

TRANSITION:

SERBA SEEMS TO BE ONE OF THOSE *PATHETIC* GUYS--

A GOODLY TIME AFTER THE PREVIOUS SCENE, IN THE PART OF MANHATTAN KNOWN AS MIDTOWN EAST...

--THE KIND WHO DEVOTE THEMSELVES *ENTIRELY* TO THEIR WORK, TO THE EX-CLUSION OF EVERY-THING *ELSE*!

HIS *FILE* SAID HE HAS NO KNOWN INTERESTS OTHER THAN HIS *WORK*--

--AND JUDGING BY THE BUILDING HIS *APART-MENT* IS IN, I BELIEVE IT!

THIS IS AN OLD *FACTORY*-- NOT EVEN A *NICE* FACTORY.

AND ON TOP OF *THAT*, SERBA'S TASTE IN FURNITURE IS *NON-EXISTENT*--

--LIKE THE *FURNITURE*.

FUNNY. *LIGHTS* DON'T WORK.

GUESS I'LL HAVE TO USE MY *SPIDER-SIGNAL* AS A *SPOTLIGHT*..

--AND THOUGH THE EFFECT IS RATHER *WEIRD*--

--IT'S CERTAINLY BETTER THAN BUMPING AROUND IN THE *DARK*.

SAY--THIS PLACE ISN'T *UNDER*-FURNISHED... IT ISN'T FURNISHED AT *ALL*!

EITHER SERBA HAS *NEVER* LIVED HERE--OR HE *MOVED OUT* MONTHS AGO!

I CAN'T FIGURE WHY--

UH- OH.

COMPANY.

GREETINGS, AMIGO. NOW WE SHALL FINISH OUR *BUSINESS*, SI?

WE SHALL FINISH IT-- WITH YOUR DEATH!

TARANTULA! THEN WARREN'S ASSISTANT IS CONNECTED TO THE JACKAL--

--OR THE JACKAL'S NEW HENCHMAN WOULDN'T BE HERE!

AT LEAST HE WAS HERE--!

WITH THE LIGHTS OUT, I'VE LOST HIM--

--BUT NOT FOR LONG!

CAN'T LET THOSE SPIKE-TOES HIT ME-- ONE SCRATCH FROM THE DRUGGED TIP--

--AND I'M OUT!

DANCE, AMIGO! DANCE--OR DIE!

SORRY, PAL-- BUT I ONLY DANCE WITH *GIRLS*.

BESIDES, I'VE GOT A FEELING YOU'D STEP ALL OVER MY *TOES*--

--KNOW WHAT I MEAN?

BONK!

IT'S *NO GOOD!* FIGHTING IN THIS *DARK-NESS*--

--IS LIKE PLAYING *FOOT-BALL* WITH A *BLINDFOLD* ON!

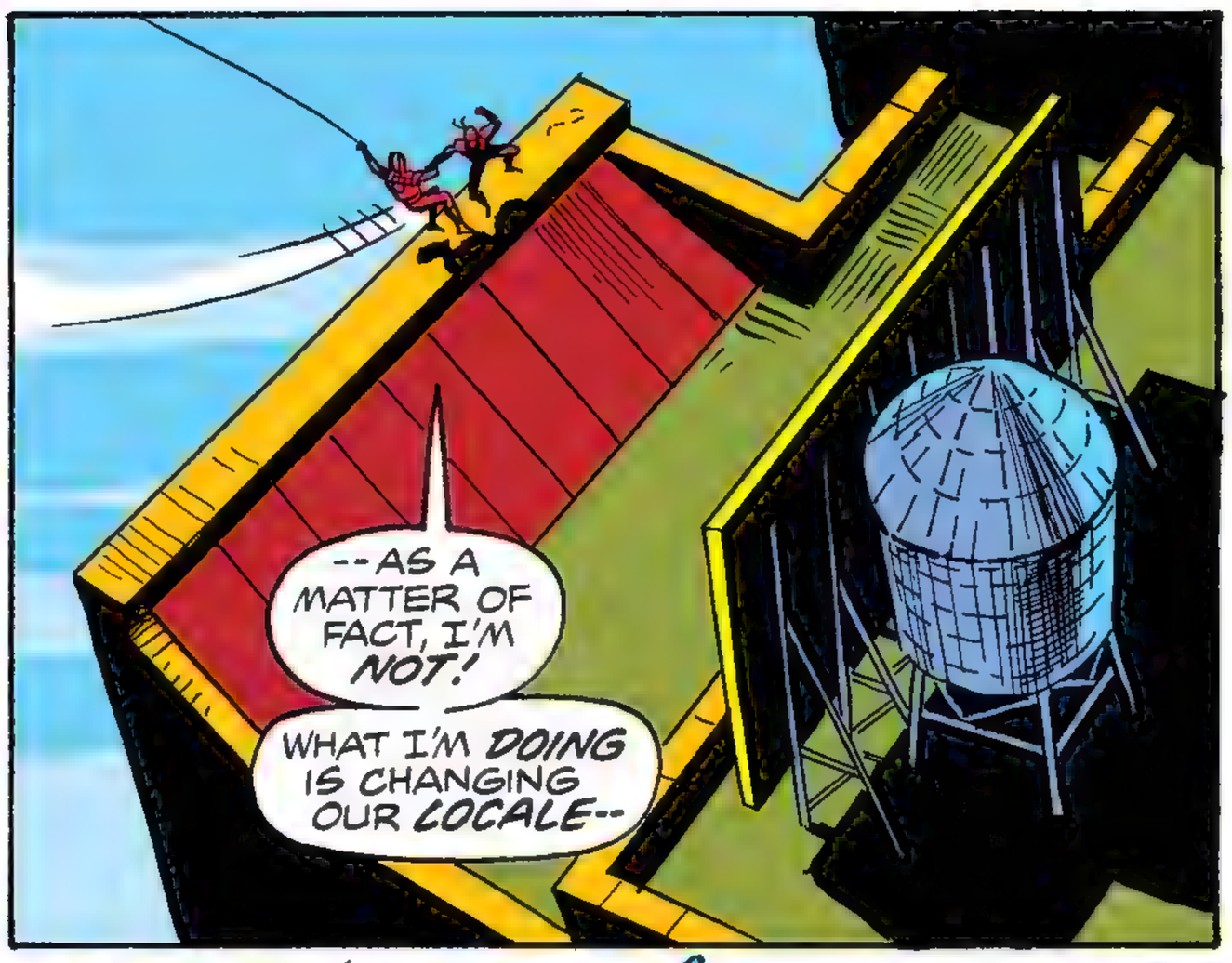
I'VE GOT TO GET US *OUT* OF HERE--

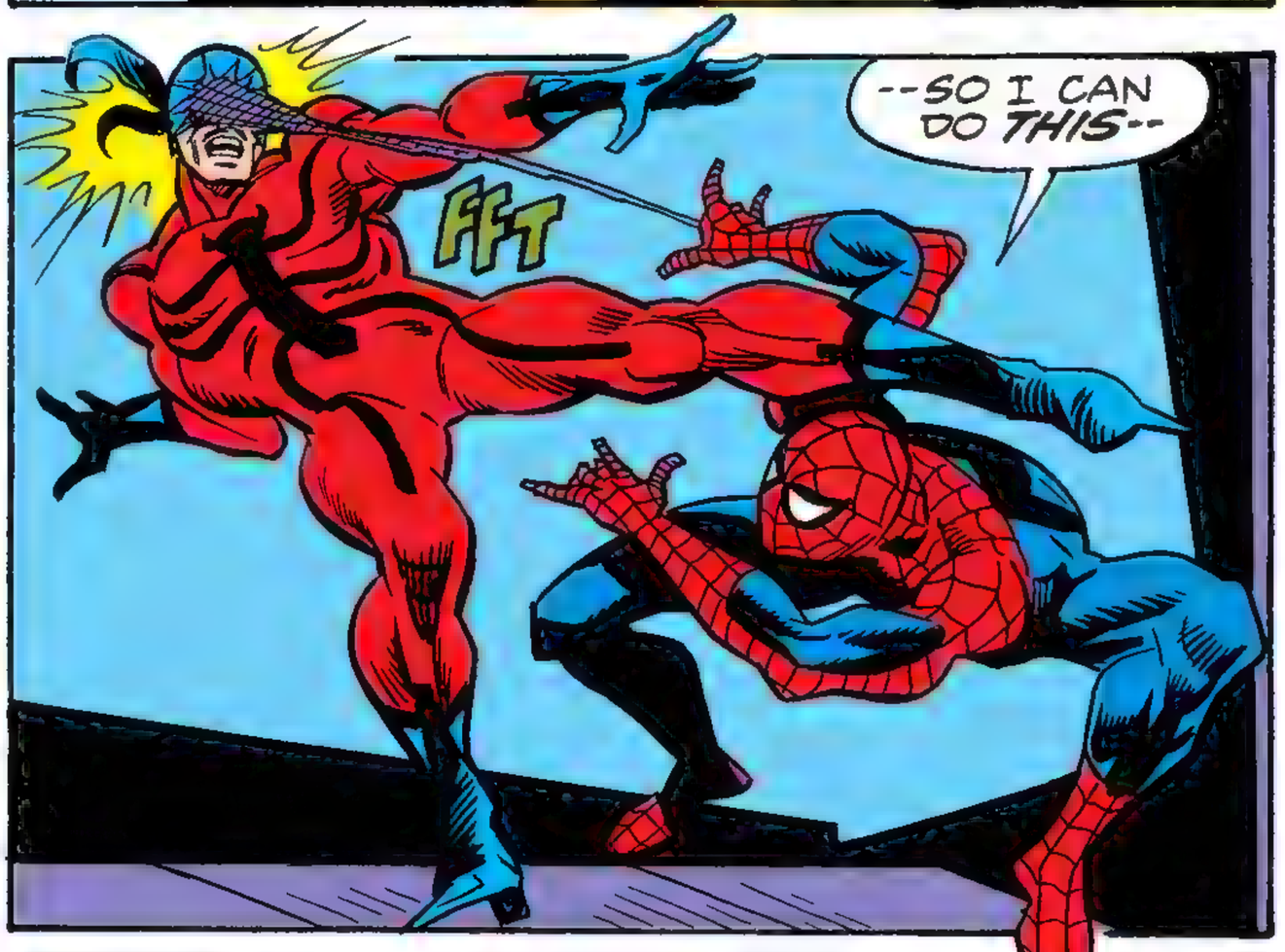
-- SO I'LL HAVE TO TIME THIS *JUDO-THROW*--

--JUST RIGHT!

CRASSH!

¡EEEE! GRINGO-- ARE YOU TRYING TO KILL US BOTH?
BUDDY, THE WAY I FEEL THESE DAYS, THAT MIGHT NOT BE A BAD IDEA.
BUT NO--


--AS A MATTER OF FACT, I'M NOT!
WHAT I'M DOING IS CHANGING OUR LOCALE--


FFT
--SO I CAN DO THIS--

--AS WELL AS THIS!
WHAM
URRRKKK! ESTUPIDO! DO YOU THINK TO DEFEAT ME SO QUICKLY?

I TRAINED TO BECOME MY COUNTRY'S CAPTAIN AMERICA-- A MAN OF MUCHO MACHISMO--
--A TRULY GRAN HOMBRE!
ENJOY BLATZ BEER
BLATZ
NO ONE IS GREATER THAN THE TARANTULA!

AND NO ONE CAN SURVIVE THE TARANTULA'S STING!

SPOK

ENJOY BLATZ BEER

MISTER, LIKE I TOLD YOU ONCE BEFORE... YOU TALK TOO MUCH.

MY FEET--

MADRE DE DIOS!

PUERCO! PIG! WHEN I AM FREE, I WILL--

--WAKE UP IN JAIL.

PLEASANT DREAMS, GRAN HOMBRE.

THOMK

SPLOOSH

GAME... SET... AND MATCH.

BLATZ BEER

AFTER I HAUL THE *BIG T* OFF TO THE LOCAL *PRECINCT*, I'M GOING TO GO OVER THIS BUILDING WITH A FINE TOOTH *COMB*--SEE IF I CAN PICK UP THE *TRAIL* OF MY FRIENDLY NEIGHBORHOOD--

--*JACKAL!* SPIDER-SENSE-- *WARNING* ME--BUT I CAN'T--

SAZK

UNNNHH!

YOU! BUT-- YOU *COULDN'T*-- HAVE SNEAKED UP--ON ME--!

NO *ENEMY*-- CAN--SNEAK--

TRUE, SPIDER-MAN! *QUITE TRUE!* YET I *DID* "SNEAK UP" ON YOU, DIDN'T I?

I EVEN BROUGHT YOUR *FRIENDS* ALONG--*GWEN STACY* AND *NED LEEDS!*

IN MERE *MOMENTS*, THE *DRUG* ON MY CLAWS WILL PUT YOU TO *SLEEP*--

--YET I THINK IT'S ONLY FAIR YOU KNOW *WHY* I COULD *SURPRISE* YOU.

AFTER ALL, YOUR FAMED *SPIDER-SENSE* ONLY PROTECTS YOU AGAINST *ENEMIES*, NOT "*FRIENDS*"--

--AND, DEAR BOY, HAVEN'T I *ALWAYS* BEEN YOUR *FRIEND?*

PROFESSOR WARREN!

THE JACKAL IS--PROFESSOR WARREN!

AND ON THAT SOMEWHAT *BIZARRE* NOTE, LADIES AND GENTLEMEN, WE TAKE OUR *LEAVE*--PROMISING TO *CONCLUDE* THIS SIX-PART STORY IN OUR NEXT STARTLING *ISSUE*, WITH A TALE ENTITLED:

EVEN IF I LIVE--I DIE!

BELIEVE US, TIGER --IT'S A *WOW!*

SPIDER-MAN

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the AMAZING SPIDER-MAN®

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ONE WEB-SLINGER MUST *SLAY* THE OTHER-- OR NED LEEDS IS *DOOMED!*

EITHER WAY, *THE JACKAL WILL HAVE HIS REVENGE!*

THIS IS IT! THE ASTONISHING *CLIMAX* OF THE *SPIDEY-JACKAL WAR...*

"EVEN IF I LIVE...I DIE!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

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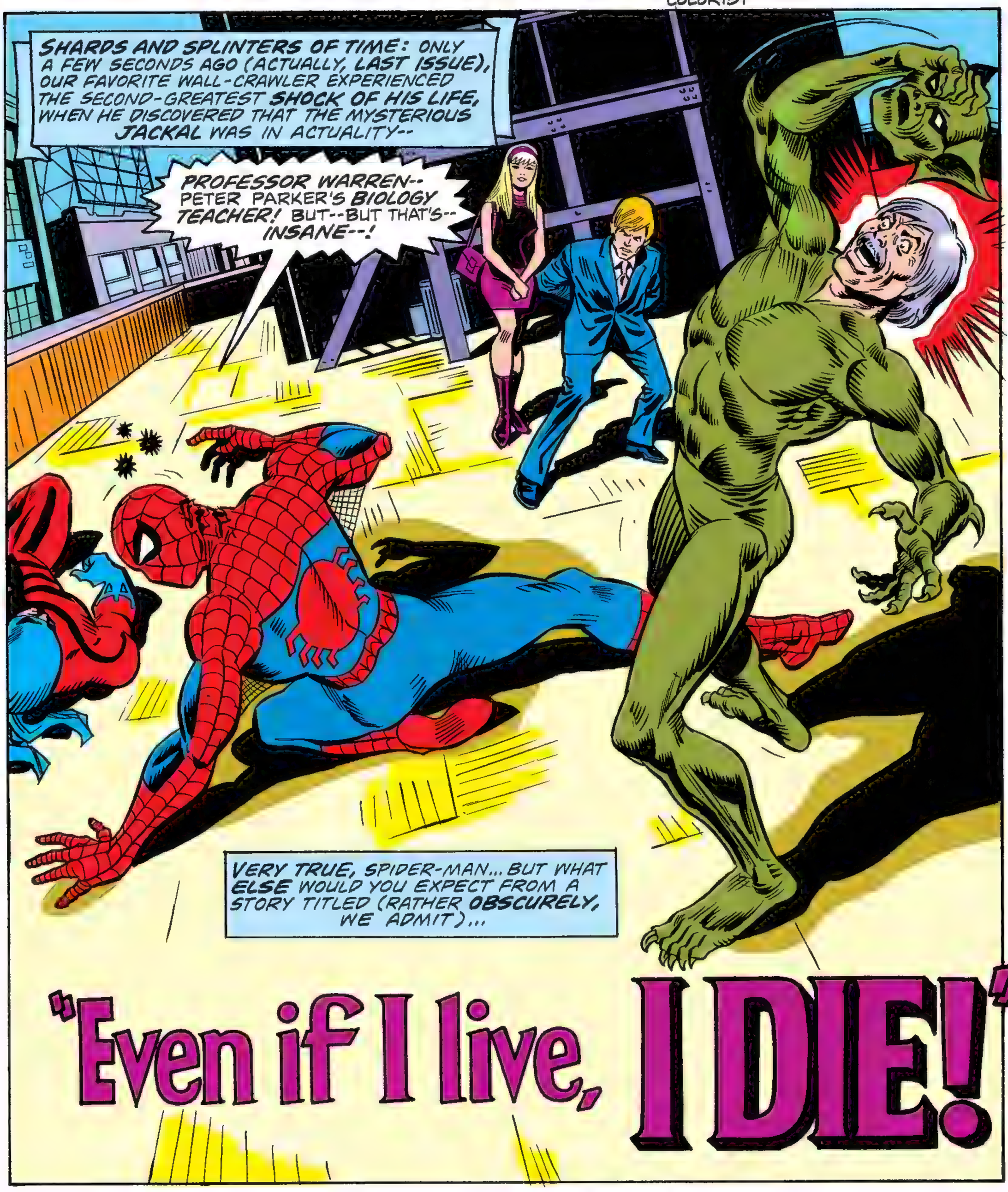
SHARDS AND SPLINTERS OF TIME: ONLY A FEW SECONDS AGO (ACTUALLY, LAST ISSUE), OUR FAVORITE WALL-CRAWLER EXPERIENCED THE SECOND-GREATEST SHOCK OF HIS LIFE, WHEN HE DISCOVERED THAT THE MYSTERIOUS JACKAL WAS IN ACTUALITY--
PROFESSOR WARREN-- PETER PARKER'S BIOLOGY TEACHER! BUT--BUT THAT'S-- INSANE--!
VERY TRUE, SPIDER-MAN... BUT WHAT ELSE WOULD YOU EXPECT FROM A STORY TITLED (RATHER OBSCURELY, WE ADMIT)...
"Even if I live, I DIE!"

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TIME, SPLINTERS AND SHARDS OF:

STRUCK FROM BEHIND BY THE JACKAL'S SPECIALLY **DRUGGED CLAW**, OUR HERO SLUMPS **FORWARD** ONTO THE TAR-PAPERED ROOF, HIS MIND ROAMING **BACKWARD** OVER THE PAST DAY'S **EVENTS**:

HE RECALLS BEING **THROWN** FROM THE TOP OF THE **BROOKLYN BRIDGE** BY THE JACKAL AND HIS TEMPORARY COHORT, **THE TARANTULA**--

POLICE

--AND HE RECALLS **ESCAPING** FROM THE POLICE BOAT WHICH **RESCUED** HIM AFTER HE'D INGENIOUSLY **BROKEN** HIS FALL--!

FURTHER, HE REMEMBERS GOING WITH **NED LEEDS** TO **PROFESSOR WARREN**, TO CHECK ON THE EXISTENCE OF CERTAIN **CELL SAMPLES** FROM WHICH GWEN STACY'S **CLONE** HAD BEEN CREATED--

--SAMPLES WHICH WARREN CLAIMED HAD BEEN **STOLEN** BY A MAN NAMED **ANTHONY SERBA.**

--AND THEN THE **CRUSHING DEFEAT** AT THE HANDS OF THE JACKAL STRIKING-- TYPICALLY-- FROM **BEHIND.**

HE REMEMBERS, AND THEN THE MEMORY **COLLAPSES**--

YES, HE RELIVES IT **ALL**: THE FIGHT WITH **TARANTULA** ON THE ROOF OF SERBA'S OLD **APARTMENT**--

--THE **VICTORY**--

--INTO SPLINTERS AND SHARDS.

WHEN HE NEXT AWAKES--

--IT'S TO FIND HIMSELF IN AN ABANDONED TENEMENT IN LOWER MANHATTAN--

--VERY SECURELY BOUND.

HAD A NICE NAP, WEB-HEAD?

HUH? WHO--?

OH. IT'S YOU.

DON'T BE SO DISAPPOINTED, SPIDER-MAN. I'VE GONE TO A GREAT DEAL OF TROUBLE TO BRING YOU HERE.

HURRAY, HURRAY.

TSK-TSK. THIS IS MY MOMENT OF TRIUMPH, YOU KNOW.

THIS IS WHEN I HAVE MY REVENGE. TRY NOT TO SPOIL IT... OKAY?

PROFESSOR, IF THERE'S ONE THING THIS IS NOT--

--IT'S OKAY!

LUCKILY, THESE STRAPS OF YOURS ARE LIKE TISSUE PAPER--

--AT LEAST, FOR A GUY WITH SPIDER-STRENGTH!

ANYTHING YOU WANT TO SAY BEFORE I TEAR YOU APART?

ONLY THIS, DEAR BOY:

YOU HAVEN'T A CHANCE!

LOOK, PROFESSOR, LET'S STOP PLAYING *GAMES.* YOU'RE A *SICK MAN...* BUT THAT'S ONLY GOOD FOR *SO MUCH.*

KEEP *PUSHING* ME, AND I'LL *PUSH BACK-- HARD.*

I MAY BE *SICK,* SPIDER-MAN... BUT I'M NOT A *MURDERER.*

YOU ARE.

THAT DOES IT.

YOU ARE THROUGH.

HUH--?

SURPRISED AT MY *AGILITY,* PARKER? DON'T BE.

SNAK

YOU FORGET-- *I'M THE JACKAL--*

--AND THE JACKAL HAS SHINY CLAWS!

IF YOU'VE *DRUGGED* ME AGAIN, I'LL--

NO DRUGS *THIS* TIME, PARKER--

SKRAK

--I DON'T REQUIRE THEM!

SKAK

I CAN *DESTROY YOU MYSELF--*

THUS!

SLAS

SLAK

AND THUS!

STILL GROGGY FROM THAT LAST KNOCK-OUT! REACTION TIME TOO SLOW--

--CAN'T DEFEND-- MYSELF--

--BUT I HAVE TO--

--HAVE-- TO--

UMMPPHH!

WHUMP

I WANTED TO PROVE TO MYSELF-- AND TO YOU-- HOW EASILY I CAN DEFEAT YOU, SPIDER-MAN!

YOU ARE NOTHING--

--NOTHING!

YOU AREN'T EVEN FIT TO SOIL MY HANDS!

BOMP

COME ON, PARKER... STAND UP. THIS MAN... IS YOUR MORTAL ENEMY. STAND UP, YOU LAZY NO-GOOD--

THUMP

AND SO IT *ENDS*, DEAR ENEMY. THE BATTLE WE'VE FOUGHT THESE MANY MONTHS IS FINALLY *OVER*.

YOU'RE PROBABLY ASKING YOURSELF: "*WHY?* WHY DOES HE *HATE* ME? WHY IS HE GOING TO *KILL* ME?"

I'LL *TELL* YOU WHY, PARKER. I HATE YOU BECAUSE YOU'RE *YOUNG*. I HATE YOU BECAUSE YOU WERE *LOVED* BY *GWEN STACY*.

AND I HATE YOU-- *BECAUSE YOU LET HER DIE!*

"*FROM THE DAY I FIRST SAW GWEN STACY, I--ADMIRED HER. SHE WAS A GOOD STUDENT, BRIGHT AND ATTENTIVE--PERHAPS SHE REMINDED ME OF THE DAUGHTER I NEVER HAD.*

"*WHATEVER THE REASON FOR THE ATTRACTION, I FELT DRAWN TO HER--PROTECTIVE--FATHERLY.*

"*AND WHEN SHE DIED--*

CO-ED BELIEVED SLAIN BY SPIDER-

GWEN STACY SPIDERMAN

"*--WHEN SHE DIED--*

"*--SOMETHING DIED WITHIN ME, TOO.*

"*I CRIED THAT DAY, PARKER.*

"*LORD, HOW I CRIED.*

"*THE NEXT DAY WAS A BLUR, PASSING QUICKLY, UNTIL...*

PROFESSOR WARREN-- LOOK AT *THIS*. THE *CLONING EXPERIMENT* SUCCEEDED!

WE'VE PRODUCED A *LIVING FROG!*

THAT'S VERY *INTERESTING*, SERBA... *EXTREMELY* INTERESTING. YES...YES, INDEED.

I THINK...YES, I BELIEVE I'VE SOMETHING TO *SHOW YOU...!*

"REMEMBER THOSE TISSUE SAMPLES YOU AND NED LEEDS ASKED ME ABOUT?* SERBA DIDN'T TAKE THEM, PARKER... I DID...

*LAST ISSUE. -- MARV.

"I GAVE THEM TO HIM AND TOLD HIM THEY WERE SAMPLES FROM A RAT.

"HE WAS SO EXCITED--

"--THOUGH NOT AS EXCITED AS HE WAS FOUR WEEKS LATER, WHEN--

PROFESSOR! THOSE SAMPLES-- I'VE CLONED BOTH SUBJECTS--

--AND THEY'RE HUMAN!

WE HAVE TO DESTROY THEM AT ONCE!

DESTROY THEM? DESTROY THEM?

FOOL--WHY DO YOU THINK I WANTED THEM CLONED?

BE SILENT BEFORE EVERYONE HEARS--

ARK

--YOU.

LORD IN HEAVEN... HE'S DEAD.

BUT... I COULDN'T HAVE KILLED HIM...

...NOT ME...

...NOT ME...

...NOT ME...

"OVER AND OVER, WHILE I DISPOSED OF SERBA'S BODY, I KEPT REPEATING THAT PHRASE TO MYSELF--

--CONVINCING MYSELF I HADN'T KILLED SERBA, THAT THE MURDERER WAS SOMEONE ELSE--

"--WHICH, OF COURSE, HE WAS.

--BY FAR THE MOST COWARDLY OF PREDATORS IS THE JACKAL, A MEMBER OF THE CANINE SPECIES WHO--

THE JACKAL... THAT'S WHO KILLED SERBA... NOT ME.

THE JACKAL.

"THE NEXT SEVERAL MONTHS WERE QUITE **BUSY** ONES, PARKER. I HAD TO CARE FOR THE **CLONES**, DESIGN MY **JACKAL** EQUIPMENT AND COSTUME, TRAIN MYSELF **ATHLETICALLY**, ALL THE WHILE BEING DRIVEN BY ONE CONSUMING **PASSION**:

"THE **RE-CREATION** OF A WOMAN I--THAT IS, A **GIRL** I FELT--I--

"THE **RE-CREATION** OF **GWEN STACY**--AND THE ACTING OUT OF MY **REVENGE** FOR HER SAVAGE **SLAYING**!

"AT LAST, THE DAY **CAME**--

"--HER **CLONE CASKET** OPENED WITH A PNEUMATIC **SIGH**--

"--AND I FOUND MYSELF LOOKING AT **BEAUTY**, CHASTE AND PURE, UNSULLIED BY THE FILTH OF A WORLD GONE **MAD**.

"NATURALLY, SHE WAS COMPLETELY **INNOCENT**--

"--WITHOUT THE SLIGHTEST **MEMORY** OF HER LAST FEW HOURS OF **LIFE**.

"I **HELPED** HER FROM THE CASKET--

"--AND I MADE HER A SOLEMN PROMISE:"

I'LL PUNISH THE MAN WHO HARMED YOU, DEAR GIRL, AND YOU SHALL WITNESS HIS DEFEAT--AND DESTRUCTION!

THE NEXT FEW MONTHS WERE SPENT RE-EDUCATING GWEN TO REALITY.

HER MEMORY WAS INTACT, BUT BURIED. I BROUGHT IT OUT THROUGH HYPNOSIS--

--AND GAVE HER THE COMMAND TO OBEY ME WHENEVER I CALLED!

PROFESSOR, I DON'T KNOW WHICH TURNS MY STOMACH MORE:

WHAT YOU DID TO ANTHONY SERBA--OR WHAT YOU'VE DONE TO THAT GIRL.

YOU MEAN GWEN STACY, MR. PARKER--AND IF YOU EVER WISH TO SEE HER AGAIN--

HUH? WAITAMINNIT!

--YOU WILL COME TO SHEA STADIUM TONIGHT AT MIDNIGHT.

THERE WE WILL HAVE OUR FINAL CONTEST--

GOT TO REACH HIM BEFORE-- UUFFF!

--BETWEEN YOU AND YOUR HIDDEN SELF!

DON'T FRET, JACKAL. I'LL BE THERE.

YOU CAN BET YOUR CRUMMY LIFE.

SHORTLY, IN J. JONAH JAMESON'S OFFICE AT THE DAILY BUGLE...

HERE, BETTY...DRINK SOME WATER. IT'LL MAKE YOU FEEL BETTER.

I-I CAN'T, MR. JAMESON. WH-WHEN I'M UPSET, DRINKING WATER GIVES ME THE HICCUPS!

OH, MARY JANE--WHAT WILL I DO?

JUST TRY TO RELAX, KID. NED WILL TURN UP. HE AND PARKER ARE LIKE A PAIR OF BAD PENNIES THAT WAY.

B-BUT IT ISN'T JUST NED, MARY JANE. GWEN IS GONE, TOO!

HUH? WHAT'S THAT?

GWEN WAS LIVING WITH ME UNTIL SHE BECAME S-SETTLED... BUT SHE HASN'T RETURNED TO OUR APARTMENT FOR TWO DAYS!

NED AND PETER VANISHED LAST NIGHT, AND I HAVEN'T SEEN EITHER--

SOMEBODY MENTION MY NAME?

PETER! THANK HEAVEN YOU'RE BACK! WHERE'S NED?

YEAH, PARKER--

--JUST WHAT HAVE YOU AND NED LEEDS BEEN DOING THE PAST TWO DAYS?

ME? NED LEEDS?

JONAH, I HATE TO SAY IT--

--BUT I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

I HAVEN'T SEEN NED IN ALMOST A WEEK!

YOU WHAT?

ROBINSON, GRAB ME. IF SOMEONE DOESN'T RESTRAIN ME--I MIGHT COMMIT MURDER!

NED'S MISSING, JONAH?

WHAT DID I JUST TELL YOU, YOU HALF-BRAINED BABOON?

EASY, JONAH. DON'T WORRY, BETTY. CALM DOWN, MJ.

I'LL FIND NED--NO PROBLEM!

MIDNIGHT, SHEA STADIUM...

I *WENT* TO THE BUGLE HOPING TO SEE *MARY JANE* ALONE-- BUT JAMESON BLEW *THAT* IDEA.

THIS WHOLE MESS WITH GWEN AND THE JACKAL HAS HAD ME SO *CONFUSED*--

--I HAVEN'T HAD THE *CHANCE* TO SIT DOWN WITH MJ AND *TALK.* SEEING *GWEN* ALIVE AFTER ALL THESE MONTHS, THEN FIGHTING THE JACKAL-- IT'S ALL BEEN *EATING* AT MY *MIND!*

FOR A WHILE, I HAVEN'T KNOWN WHICH END IS *UP*--OR EVEN WHAT'S *IMPORTANT* TO ME, *PETER PARKER!*

FORTUNATELY, THAT'S *OVER* NOW.

EXIT-5

I *KNOW* WHAT'S IMPORTANT-- OR RATHER, *WHO'S* IMPORTANT.

ONCE I SETTLE THINGS WITH *THE JACKAL,* I'M GOING TO--

ZAK

AAAAHHH!

SURPRISE!

FORGIVE ME, SPIDER-MAN...BUT FOR THE PURPOSE OF MY CONTEST, THIS IS QUITE *NECESSARY.*

SLEEP WELL, AND WHEN YOU *AWAKE*--

YOU'LL BE A *NEW MAN!*

REALITY SWIMS OUT OF FOCUS, AND WHEN IT *RETURNS,* OUR WEB-SLINGING HERO FEELS *DIZZY*-- AND SOMEWHAT *NAUSEOUS!*

WOW. I FEEL LIKE I'VE BEEN STUNG BY A *HORNET.*

WOW. I FEEL LIKE I'VE BEEN STUNG BY A *HORNET.*

HUH? WHO THE HECK ARE *YOU*, FELLA--AND WHERE'S THE *JACKAL*?

HUH? WHO THE HECK ARE *YOU*, FELLA --AND WHERE'S THE *JACKAL*?

HOLD IT RIGHT *THERE*...

...I DON'T KNOW WHAT THE *GAG* IS, BUT I'M NOT *LAUGHING!*

NEITHER AM *I*, HANDSOME.

EITHER YOU TELL ME WHERE THE JACKAL IS HIDING, AND WHAT HE'S DONE WITH *GWEN* AND *NED LEEDS*, OR I'LL--

YOU'LL DO **NOTHING**, MY WEB-SPINNING **FRIEND!**

IN CASE YOU HADN'T **GUESSED**, SPIDER-MAN-- GWEN WASN'T THE **ONLY** CLONE I MADE!

I ALSO MADE A CLONE OF **PETER PARKER!** THAT **INJECTION** I GAVE YOU EARLIER REMOVED SOME OF YOUR **RNA**-- YOUR **MEMORY** CELLS!

BOTH YOU AND YOUR CLONE BELIEVE YOURSELVES TO BE-- **REAL.**

BUT ONLY ONE OF YOU **IS**--

--AND ONLY **HE** WILL BE ABLE TO FREE **NED LEEDS** BEFORE MR. LEEDS --**EXPLODES!**

THE BOMB'S DEFUSING MECHANISM IS SENSITIVE ONLY TO THE **REAL** SPIDER-MAN, YOU SEE. AND THE BOMB'S SET TO **GO OFF** AT EXACTLY **1:15!**

HAVE FUN, FELLAS.

I KNOW WHO **I** AM, PAL-- SO I GUESS I'D BETTER GET THAT **BOMB!**

NOT SO **FAST,** FRIEND--

-- IF *ANYONE* IS GOING TO PULL THE PLUG ON THAT BOMB--

--IT'S *ME!*

NED'S A *PAL*--AND I WON'T LET HIM *DIE!*

BUSTER, YOU'RE NOT *THINKING* STRAIGHT!

MAYBE ALL OF THIS IS A *PARANOID DELUSION*--

--AND MAYBE I'M STILL *WRACKED UP* ABOUT *GWEN*--

"--BUT THE DAY I CAN'T TELL IF I'M REALLY *ME*--"

TIK

05

TIK TIK

--IS THE DAY I HANG UP MY WEB-SHOOTERS *FOREVER!*

WHUUFF!

BOMP!

YOU'RE *NUTS!*

WH

HO

THEY... THEY'RE KILLING EACH OTHER...!

YES, ISN'T IT WONDER-FUL?

WITH EACH PASSING SECOND, TIME RUNS OUT FOR THEIR FRIEND--

TIK TIK

--AND STILL THEY BATTLE--

FWUT

FWUT

"--CONSUMED BY THE GREATEST IDENTITY CRISIS OF ALL TIME! IT'S GLORIOUS! GLORIOUS!"

LISTEN, WE'VE GOT TO STOP THIS! I MEAN, WHAT WE'RE DOING IS ABSURD!

ALL MY LIFE, I'VE HAD TROUBLE KNOWING MY-SELF--

--ALWAYS WONDERING WHO-- OR WHAT-- SPIDER-MAN REALLY IS!

I'VE BEEN FIGHTING MYSELF EVER SINCE THE DAY I FIRST BECAME SPIDER-MAN--

--AND NOW I REALIZE, IF I DON'T DECLARE PEACE--

TIK

--THIS SELF-WAR WILL NEVER END!

YOU'RE MAKING SENSE, FELLA.

IT'S TOO BAD, REALLY--

TIK TIK

--SINCE OUR TIME IS RUNNING OUT!

YOU--YOU MONSTER!

YOU'RE TRYING TO KILL HIM! I SEE THAT NOW--

YOU'RE NOTHING BUT A HEARTLESS FIEND-- AND I HATE YOU!

GWEN... WHAT ARE YOU *DOING...?*

YOUR HYPNOTIC SPELL HAS *WORN OFF,* PROFESSOR!

I-I KNOW YOU FOR WHAT YOU *ARE,* NOW!

A-A VICIOUS, SICK--*JEALOUS* MAN! A *MURDERER!*

"A MURDERER...?"

DEAR HEAVEN! I KILLED ANTHONY SERBA--*NOT THE JACKAL!*

I-I COULDN'T *FACE* THAT--

--HID IT FROM *MYSELF--!*

BUT NOT *ANYMORE!* NO MORE *KILLING!* NO MORE *MADNESS!*

NO MORE JACKAL!

HEY! THE JACKAL RELEASED *NED!*

NO--NOT THE JACKAL: *PROFESSOR WARREN!*

BUT--THE *BOMB!* IT'S STILL SET TO--

"--EXPLODE--!"

--AND AS QUICKLY AS THAT, THE GAME IS OVER.

WHROOOM

A SHARP, SURGING MOMENT OF INCANDESCENT FURY, FRAMING ONE SMALL MAN IN ITS BLINDING GLARE--

IN A FILM, THE EXPLOSION WOULD ERUPT IN **SLOW MOTION**, AN AVALANCHE OF SMOKE AND MACHINERY, A CRESCENDO OF **DESTRUCTION.**

BUT THIS **ISN'T** A FILM...

--AND DEATH COMES FRIGHTENINGLY **FAST**, FOR PROFESSOR WARREN...

...AND FOR... **SPIDER-MAN?**

SOMEDAY I'M GOING TO LEARN TO WEAR **EAR-PLUGS** WHEN I'M FIGHTING CRIME.

SPIDER-MAN! ARE YOU--IS HE--ARE YOU BOTH **ALL RIGHT?**

THAT DEPENDS ON WHAT YOU CALL "**ALL RIGHT**", MISS STACY.

WE'RE **ALIVE**, NED AND I... BARELY.

MR. LEEDS WILL BE **UNCONSCIOUS** AWHILE, BUT...

I-I DIDN'T **MEAN** NED. I MEANT--

"THE OTHER **ME**"? HE'S GONE, GWEN.

BUT-- ARE YOU **SURE**--THAT **YOU'RE**--?

OH, I'M THE **REAL** ONE, GWEN. BELIEVE ME.

BUT...HOW CAN YOU **TELL...?**

SIMPLE. I...

UH...

FAR OUT.

EPILOGUE ONE:

A CEMETERY IN QUEENS...

I HAVE TO THINK OF HER...AS *SOMEONE ELSE*, PETER. SOMEONE I KNEW A LONG TIME AGO, WHEN WE WERE BOTH...VERY *YOUNG*.

WAS *SHE* THE REAL GWEN STACY... OR AM *I*?

GWEN S
19[illegible]-19
REST IN PE

NOW I KNOW HOW *SPIDER-MAN* FELT LAST NIGHT...

CONFUSED... *FRIGHTENED*.

EVERY-ONE HAS THAT MOMENT WHEN THEY *WONDER* ABOUT THEM-SELVES, PETER--ABOUT WHO THEY ARE, *DEEP DOWN*.

COHAN

GWEN
19
REST IN

I THINK--I THINK IT WOULD BE *BETTER*, FOR *BOTH* OF US--

--IF WE DIDN'T *PRETEND* TO BE THE SAME PEOPLE WE WERE WHEN PETER PARKER LOVED GWEN STACY--AND SHE LOVED HIM.

I WISH I COULD KNOW YOU THE WAY *SHE* KNEW YOU, PETER--BUT I CAN'T.

BECAUSE I CAN'T...THIS IS GOODBYE.

GWEN, MAYBE IF WE...

DON'T SAY IT, PETER.

TURN YOUR HEAD... AND PLEASE, DON'T LOOK BACK.

TAXI

EPILOGUE TWO:

A STREET IN LOWER MANHATTAN...

LOSING A GIRL LIKE GWEN *ONCE* IS HARD.

LOSING HER A *SECOND* TIME--EVEN IF IT'S WHAT YOU *WANT*-- IS *HARDER.*

SOMEDAY, SOMEONE IS GOING TO *EXPLAIN* THIS WORLD TO ME-- HOW PEOPLE CAN *NEED* EACH OTHER--

--AND *STILL* KNOW THEY SHOULDN'T *HAVE* EACH OTHER. HUH? SPIDER-SENSE *TINGLING*--?

--SOMEONE-- IN MY *APARTMENT*--?

IT'S *HER!* IT'S *GOT* TO BE *HER!*

MARY JANE!

LADY, AM I *EVER* GLAD TO SEE YOU.

DO YOU MEAN THAT, TIGER? FOR REAL?

COME HERE...AND I'LL SHOW YOU.

CLICK

NEXT ISSUE:

SPIDER-MAN or SPIDER-CLONE?

SPIDER-MAN

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the AMAZING SPIDER-MAN®

TM

VULTURE! KINGPIN! SANDMAN! MY OLD FOES RETURNING TO ATTACK ME TOGETHER!

IS THIS A NIGHTMARE...

...OR AM I GOING MAD?

THIS IS IT!

WEB-HEAD'S WONDROUS

150TH ISSUE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

ONE HOUR AGO, IT WAS ALL RIGHT. MARY JANE WAS HERE AND PETER PARKER COULD LOSE HIMSELF... IN HER, IN THEIR CLOSENESS, IN THEIR MUTUAL NEED.

BUT THAT WAS AN HOUR AGO. NOW, MARY JANE HAS RETURNED HOME, AND PETER PARKER IS ALONE...

...ALONE WITH THE THOUGHT HE'S BEEN TRYING TO SUPPRESS SINCE HIS FINAL CONFRONTATION* WITH THE DELUDED PROFESSOR WARREN... ALIAS THE JACKAL.

I- I DON'T KNOW WHO I AM...!

SPIDER-MAN... OR SOME LABORATORY-BRED DUPLICATE THE PROFESSOR CREATED TO BATTLE HIM!

SPIDER-MAN...

...OR SPIDER-CLONE?

WELCOME TO THE WEB-SLINGING ONE'S 150th ADVENTURE... AND WILDEST IDENTITY CRISIS!

ARCHIE GOODWIN
WRITER
GIL KANE
ARTIST
MIKE ESPOSITO
&
FRANK GIACOIA
INKERS
JOE ROSEN
LETTERER

P. GOLDBERG
COLORIST
MARV WOLFMAN
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* LAST ISSUE--MARV

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VRAP!

BLAST IT! ALL THIS PACING AND SOUL-SEARCHING IS ONLY HELPING TO WEAR OUT THE FLOOR.

I'VE GOTTA DO SOMETHING!

AND THIS TIME OF NIGHT, I'LL GET MORE DOIN' DONE... AS SPIDER-MAN!

KEEP SAYING IT, HERO... MAYBE YOU'LL START TO BELIEVE IT. AFTER ALL...

...LOOK WHAT YOU'VE ACCOMPLISHED--

--SINCE EVERYTHING WENT BOOM AT SHEA STADIUM LAST NIGHT. *

*OR LAST ISH, NON-MARVEL TIME-- M.

"YOU PARTED PERMANENTLY WITH...

...THE CLONED VERSION OF GWEN STACY.

"YOU DESTROYED PROFESSOR WARREN'S JACKAL COSTUME SO NO ONE WILL KNOW HE DIED ANYTHING BUT A HERO.

"AND YOU HID THE BODY OF YOUR OTHER SELF UNTIL YOU COULD BE SURE WHO'S THE REAL SPIDEY...!"

AND THAT YOU SHOULD BE ABLE TO LEARN RIGHT HERE...

...DR. CURT CONNERS' LABORATORY.

AT LAST!

MY PATIENCE SINCE ESCAPING PRISON IS FINALLY REWARDED.

I KNEW IF I MONITORED SITES SPIDER-MAN FREQUENTED REGULARLY IN THE PAST--

--HE'D EVENTUALLY FALL INTO MY HANDS!

A DOCTOR'S EXAM PROVED GWEN WAS A CLONE...

BUT US SUPER-HERO TYPES CAN'T JUST BARGE INTO ANY G.P.'S OFFICE.

NOT WITH A SECRET IDENTITY TO MAINTAIN... AND NO BLUE CROSS.

GUESS I'M LUCKY TO HAVE A FRIEND WITH ALL THE EQUIPMENT I'LL NEED...

...IN FACT, HIS SET-UP COULD MAKE CHAD EVERETT INSECURE.

NOW, WHERE TO START? FINGER-PRINTS ARE OBVIOUSLY OUT AND--

UH-UH!

IN THIS LIGHT, I SHOULDN'T BE CASTING TWO SHADOWS!

SPIDEY SENSE-- DID YOU TAKE THE NIGHT OFF?!

BETTER FREEZE WHERE YOU ARE, LIGHTFOOT!

DOC CONNERS MIGHT FORGIVE ME FOR BREAKING INTO HIS LAB WHILE HE'S IN FLORIDA, BUT--

BUT HE MIGHT GIVE HIMSELF A BREAK TOO... PARTICULARLY AFTER A ROUGH FLIGHT FROM THE SUNNY SOUTH.

THIS VISIT SECRET STUFF... OR SOMETHING I CAN HELP WITH?

CURT CONNERS HAS HELPED SPIDER-MAN BEFORE-- AND BEEN HELPED IN RETURN. IT'S A SMALL MUTUAL AID SOCIETY AND THE HELP OFTEN BEGINS QUITE BASICALLY...

...WITH A SYMPATHETIC EAR.

YOU'VE JUST SAVED ME FROM A LONG NIGHT PRACTICING A DULL SPEECH FOR A CONVENTION TOMORROW I WAS ALREADY REGRETTING HAVING PROMISED TO ATTEND.

AGAINST THAT ANYTHING I DO FOR YOU IS GOING TO BE PRETTY SMALL POTATOES.

NO GRIPES, DOC... UNLESS THOSE POTATOES PROVE I'M THE TWIN FROM THE TEST TUBE.

WE WON'T ACCEPT ***THAT*** UNTIL ***EVERY*** TEST IS EXHAUSTED.

AND THERE'LL BE ***PLENTY.*** A CLONE IS GROWN FROM THE ***CELL TISSUE*** OF THE ORIGINAL PERSON... MAKING IT ***APPEAR*** TO BE AN ***EXACT*** DUPLICATE.

YET REALLY, IT'S A ***NEWER*** VERSION, DEVELOPED ***FASTER.*** THAT-- EVEN IF THE CLONE'S GIVEN THE SAME ***MEMORY*** -- MAKES FOR ***DIFFERENCES. SUBTLE*** ONES, ADMITTEDLY. PERHAPS PHYSIOLOGICAL, PERHAPS EMOTIONAL...

"...BUT ***NOT*** SO SUBTLE ***WE*** CAN'T FIND THEM!

"STILL, TO BE ***THOROUGH,*** IT MUST BE A ***LONG*** SEARCH...

"...AND A ***DEBILITATING*** ONE."

BETTER LIE DOWN.

THOSE TESTS CAN MAKE EVEN ***YOU*** WOOZY...

...AND I WON'T HAVE THE ***FINAL RESULTS*** FOR SEVERAL MORE HOURS.

REST. IT COMES ***HARD*** TO SPIDEY... IT COMES ***TROUBLED.*** BUT COME IT ***DOES***...

UNTIL...

W-WHA--? SOMEONE CALLING MY ***NAME...?!***

COME OUT, SPIDER-MAN... I ***KNOW*** WHERE YOU ARE!

COME ***OUT...*** OR I COME IN ***AFTER*** YOU!

THE ***VULTURE...?!*** ***NOW*** OF ALL TIMES! CAN'T LET HIM ***HARM*** DOC CONNERS...

...THAT MEANS CARRYING THE FIGHT TO BALDY!

I KNEW MY TAUNTS WOULD PROVOKE YOU TO AN ACT OF BRAVADO.

BUT TO ATTACK THE VULTURE IN MID-AIR IS ALSO THE ACT OF A FOOL!

WUNGF!

SURE, BEAK-PUSS KIND'A LIKE YAKKING--

--WHEN YOU SHOULD BE PROTECTING YOUR TUMMY-FEATHERS!

IT'S BEEN AWHILE SINCE OUR LAST FRACAS*...

BUT ONCE I TIGHTEN MY GRIP, I'LL--

YOU WON'T, WALL-CRAWLER!

*SHOWN IN SPIDEY#64--MARV.

ONE BLOW IS HARDLY THE BATTLE...

AND THE POWER OF MY SOARING, ASCENDING WINGS CAN BREAK ANY GRIP!

ON A BETTER NIGHT, I MIGHT ARGUE THE POINT...

BUT... WEAKENED BY THOSE TESTS... I'M NOT SURE I CAN--

--HANG ON!

SORT'A MAKES A FELLA *GLAD* HE PACKS A *WEB-SHOOTER* OR TWO!

A *SLENDER THREAD* TO STAKE YOUR *LIFE* ON, SPIDER-MAN...

ONE *I* INTEND TO *SEVER!*

FWIP!

--INTO A *FULL SWING*--

--ONTO HIS *BACK!*

HEY, GREENWINGS! YOU MISSED YOUR *CUE.*

TIME FOR A 'I'M *VULTURE*... *FLY* ME!"

WUP!

AND WITH THESE *WEB-STRANDS* IN PLACE... I CAN JUST ABOUT *DO* THAT!

NO ONE *CONTROLS* THE VULTURE... *NO ONE!*

LET'S PUT THAT TO A *TEST* AND--

HERE IS YOUR 'TEST!'

HAVE YOU THE *STRENGTH* TO *STOP* ME FROM SMASHING US *BOTH* INTO THAT WALL?!

UNLESS I CAN TURN THE *MOMENTUM* OF MY FALL--

YIPE!

GOT TO *PULL UP* FOR ALL I'M WORTH! *FORCE* HIM TO--

HOO-BOY! STRAND WASN'T FIRMLY ANCHORED ENOUGH FOR THE STRESS IT WAS TAKING!

SNIK

AND FEATHERS ISN'T BUDGING FROM HIS KAMIKAZE TRIP!

VULTURE, YOU FANATIC--!

I'M NOT HANGING AROUND TO BECOME INSTANT GRAFITTI ON ANYONE'S WALL!

THRUUP!

SAVE YOURSELF BEFORE--

BUT EVEN AS SPIDEY LIGHTS ATOP THE WATER TOWER...

WHUMP!

HUH...?

H-HE SEEMED TO SORT OF... EXPLODE...! JUST... DISINTEGRATE INTO...

...N-NOTHING!

AM I DREAMING...?

OR BANANAS...?

OR... W-WHAT?!

KWOK!

HOW 'BOUT--

--YOU'RE A SITTIN' DUCK!

UNGHHH! SOMEONE ON THE LADDER...

THWAM

SOMEONE FAST! NAILED ME JUST AS MY SPIDER-SENSE STARTED TINGLING!

LOOK ALIVE, WEBHEAD!

THE SANDMAN'S COMIN'!

COMIN' TO PUT YA TO SLEEP...

PERMANENT-LIKE!

I DON'T *BELIEVE* THIS...! BUT IT'S NOT EXACTLY THE MOMENT TO *LIE BACK* AND DOPE IT OUT!

FIRST THE *VULTURE*, NOW *THIS* SHAPE-SHIFTING *BOZO*...

WHY DIDN'T MY *CALENDAR* SAY THIS WAS *OLD VILLAINS NIGHT*?

KA-WOM!

WASN'T IN *GREAT* SHAPE WHEN ALL THIS *STARTED*... GOT TO END IT *FAST* BEFORE I'M *COMPLETELY* SHOT.

COME *BACK*, YOU WALL-CRAWLIN' *WIMP!* COME BACK AN' *FIGHT!*

JUST BECAUSE IT'S *YOU*, SANDY...

AND YOU'VE GONE TO THE TROUBLE OF *DRESSING* LIKE YOU DID IN THE *OLD DAYS*...*

I'LL *OBLIGE*--

AND FOR THE SAKE OF *HITTING* YOU BEFORE YOUR BODY CAN *SOFTEN* TO ABSORB THE *IMPACT!*

IMPACT I *NEED*--

--TO *RICOCHET* ME--

--INTO THE WATER TOWER'S *SUPPORT STRUTS!*

--FOR *NOSTALGIA'S* SAKE!

*SUCH AS *SPIDER-MAN* #18 & 19--MEMORY-LANE MARV.

WHAM!

BA-RAAK!

THEN, BODY-ACHING, MUSCLES-TREMBLING... SPIDER-MAN LEAPS **CLEAR!**

THAT'S MY **BEST SHOT!**

LET'S HOPE IT'S **GOOD** ENOUGH.

THE **TOWER!**

IT'S CRUMBLIN' **OVER--**

--**RIGHT ONTA M--**

KRUNCH

YEAH. I SORTA **THOUGHT** THAT MIGHT HAPPEN.

IN FACT, FEELING SO **WEAK** AND **WOOZY--**

WHUMP!

--I WAS REALLY **PRAYING** FOR IT!

THAT **SOUND--!** ALMOST LIKE WHEN THE **VULTURE--**

WHAT'S THE **DIFFERENCE?!**

LONG AS HE'S **BURIED** IN SEVERAL **TONS** OF CASCADING **WATER--**

--LEAVING ME A **PILE OF WET SAND** TO DEAL WITH INSTEAD OF A RAMPAGING **SUPER-TYPE!**

BUT WHAT **ACTUALLY** REMAINS IS AT ONCE FAR **LESS**... AND FAR **MORE**!

N-NOT A TRACE--!

NOT EVEN A **FEW** LOOSE PARTICLES OF SAND LIKE I **KNOW** THERE SHOULD BE!

FEEL LIKE... I'M **FLIPPING OUT**...! CAN'T **THINK** STRAIGHT ANYMORE...

GOT TO GET **BACK** TO DOC CONNERS' **LAB**...!

KA-THOK!

N-NO...

...NOT...

ONE WAY

...AGAIN!

STRAIN OF NOT **KNOWING** IF I'M MAN OR **CLONE**...

THEN THE **TESTS**, THESE WEIRD **FIGHTS**...

...TOO MUCH. **WAY TOO MUCH!**

YES, AGAIN, MY REELING FRIEND! BUT OBVIOUSLY FOR THE **LAST TIME**...

WAM!

SINCE **NOW** YOU FACE...

...THE KINGPIN!

THWUD

BRAAAASH!

RIIP

NO! YOUR DEFEAT MUSTN'T COME SO QUICKLY!

I WON'T ALLOW TWO SWIFT BLOWS TO BE THE FINISH.

NO MORE THAN I'LL ALLOW MERE GLASS AND STEEL TO KEEP ME FROM YOU!

I'M TOUCHED, CHUBBINS...

WTUP!

I'M ALSO BEAT...! NEVER KNEW... JUST MOVING COULD BE... SO HARD...!

WOM!

GOT ABOUT... ONE GOOD PUNCH LEFT IN ME...

IF IT DOESN'T KNOCK OL' BUTTERBALL FROM HERE TO WEIGHT-WATCHERS--

--I'M AS DONE AS HE THOUGHT I WAS!

BA-LAP!

THE KINGPIN'S MASSIVE FORM TUMBLES BACKWARD INTO ALLEY-DARKNESS. THEN...

WHUMP!

OH, LORD. DON'T TELL ME--

GONE!
DISINTEGRATED INTO NOTHINGNESS...!
LIKE SOME CRAZY, RECURRING NIGHTMA--
NIGHTMARE! MAYBE THAT'S JUST WHAT IT IS...! MAYBE I'M STILL LAYING ON CONNERS' COUCH... DREAMING...
I'VE HAD WHOPPERS LIKE THIS BEFORE... THE TIME I TOOK THE SERUM TO ELIMINATE MY SPIDER-POWERS...*
*OUR HISTORIC 100TH ISSUE, NATCH -- MARV.

TOO CONFUSED... TOO GROGGY... TO CARE ANYMORE...!
STARING AT A BLANK SPOT ON THE ALLEY FLOOR... DOESN'T HELP...!

IF THIS IS A NIGHTMARE... I JUST WANT IT TO END.
JUST WANT TO WAKE U--
SPIDEY-SENSE TINGLING--
BEHIND ME--!

TOO LATE, SPIDER-MAN!
YOUR NIGHTMARE HAS FAR FROM RUN ITS COURSE.
THAT MACHINE--! SEEMS BIGGER... MORE POWERFUL-LOOKING... B-BUT...
BUT IT'S DEFINITELY WHAT YOU FEAR.

PROFESSOR SMYTHE... AND HIS SPIDER-SLAYER ROBOT!

HAD... HARD ENOUGH TIME WITH SMYTHE'S CREATIONS IN THE *PAST*... WHEN I WAS IN *TOP SHAPE*...!

BETTER DO THE... "HE WHO *FIGHTS* AND *RUNS AWAY*" NUMBER...

BLAST OF *WEBBING* OVER THE OBSERVATION BUBBLE... WILL LEAVE HIM *BLIND*... GIVE *ME* A CHANCE TO--

W-WHAT--?!

DEAR *ME*, SPIDER-MAN. CAN YOU HAVE *EXHAUSTED* YOUR SUPPLY OF *WEB FLUID*...?

KL'K KL'K

...PITY.

SPRONG!

BECAUSE MY *SPIDER-SLAYER* IS SUFFERING *NO SUCH SHORTAGE.*

THAT DOESN'T BODE *WELL* FOR YOU AT ALL.

BANDS *TIGHTENING*... *CONSTRICTING*...! HOLDING ME SO...

...CAN'T ESCAPE THAT... *STEEL TENTACLE*...

MAYBE IT'S *BEST*... MAYBE I SHOULD *STOP* STRUGGLING... WAIT FOR *SMYTHE* TO GO UP IN *SMOKE*... LIKE THE *OTHERS*...

LET WHOLE... CRAZY NIGHTMARE... FINALLY *END*...! THAT'S *ALL* IT IS... CRAZY... NIGHT...

YES, JUST A *NIGHTMARE*, WALL-CRAWLER...

WHUNG

THE SOUND IS A MOIST SOUND, A **TERRIBLE** SOUND. **FLESH** STRIKING WALLS OF BRICK AND STONE...

BUT **THIS** NIGHTMARE IS A **LIVING ONE...!**

CREATED BY ME!

AND IT HAS ONLY JUST **BEGUN...**

MY VARIOUS **SPIDER-SLAYERS** WERE NEVER QUITE A **MATCH** FOR YOU...

...SO **THIS** TIME I GAVE THEM SOME **PRELIMINARY AID...**

...THREE **HUMANOID** ROBOTS.

WHUNG!

DESIGNED TO **LOOK** AND **REACT** LIKE **YOUR** FORMER FOES...

DESIGNED TO BATTER, TORMENT AND **EXHAUST** YOU PHYSICALLY...

THEN UPON SUFFICIENT IMPACT... **SELF-DESTRUCT!**

ACID CAPSULES WITHIN THEM ASSURED **TOTAL DISINTEGRATION...** SO THEY SEEMINGLY **VANISHED...**

...TO CONFUSE AND EXHAUST YOU **MENTALLY!**

LEAVING YOU ALL BUT **DEFENSELESS...**

WHUNG!

...WHEN AT **LAST** MY SPIDER-SLAYER AND I **FACED** YOU...

...THE **PERFECT VICTIM!**

TOO **WEAK**... TOO FAR **GONE**... TO **SNAP** TENTACLE...

H-HE'S...**REALLY**... GOT...ME...!

WHUNG!

P-PASSING OUT...! ONE... TWO... MORE BLOWS... WILL F-FINISH ME...!

MAY... BE... AS WELL...! DON'T KNOW WHO... WHAT... I AM...

H-HOW... COULD I LIVE... WITH BEING CLONE ANYWAY...?

SOME SAY PRIOR TO DEATH, A PERSON'S LIFE PASSES BEFORE THEM... PETER PARKER'S DOES NOT.

HE WORRIES OVER THE FATE OF HIS AUNT MAY... BUT HIS LAST THOUGHT IN CLOSING DARKNESS IS OF:

"MARY JANE...

"TOOK ME SO LONG TO FINALLY REALIZE SHE'S--

"--SHE'S THE ONE I CARE FOR!

"PROFESSOR WARREN'S CLONE MIGHT REMEMBER THE SAME THING... BUT MY THINKING OF IT NOW IS PURE EMOTIONAL RESPONSE..."

...ONE THE CLONE COULDN'T HAVE! MOST EMOTIONAL RESPONSES ARE LEARNED FROM OUTSIDE STIMULI...

THAT MEANS PROF. WARREN IN THE CLONE'S CASE.

AND WARREN WAS MOTIVATED BY INSANE JEALOUSY--

--FROM WHEN GWEN AND I WERE IN LOVE!

EXPOSED TO WARREN EVEN A *LITTLE*, THE CLONE WOULD *HAVE* TO PICK UP ON IT... AND HAVE *HIS* EMOTIONAL REACTIONS TORN BETWEEN GWEN *AND* MARY JANE...

...MINE WEREN'T!

I'M THE REAL SPIDER-MAN!

WHAT? YOU STRUGGLE *NOW...?*

TOO *LATE*, FOOL...

...YOU'RE DEAD! YOU'RE--

AND... THE... *REAL*... SPIDEY...

...NEVER... STOPS... STRUGGLING!!

VRAK

--FREE?!

UH-HUH. **FREE**... AND FEELING JUST A BIT **VINDICTIVE**, SMYTHE!

THOUGH I SUPPOSE YOU'RE ACTUALLY DUE SOME **THANKS** FOR HELPING ME **RESOLVE** SOMETHING IMPORTANT...

SHRAAASK

OKAY...

KROK

...THANKS!

HERO, IT'S BEEN A **LOO-ONG** EVENING...

... WITH SOME **LOOSE ENDS** THAT STILL NEED TENDING.

AND THE **FIRST** IS BACK AT DOC CONNERS' **LAB.**

*THERE, AN EXHAUSTED MAN **SLEEPS**, HIS TASK COMPLETED...*

*...FRUIT OF HIS LABORS **BESIDE** HIM.*

*THE **REST** IS WELL-EARNED...*

*...SPIDER-MAN DOES NOT **DISTURB** IT.*

*HE MERELY **TAKES** WHAT HE CAME FOR... A REPORT HE WILL **NOT** READ.*

*FOR THIS NIGHT, IN **ONE** TEST NEITHER HE NOR CURT CONNERS COULD FORESEE...*

*...HE HAS ALREADY **FOUND** HIS ANSWER.*

NEXT ISSUE! **A NEW ERA!**

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

FLOODING THIS SEWER WON'T HELP YOU, MISTER!

ONLY ONE OF US IS LEAVING HERE ALIVE!

CAN YOU GUESS THE SHOCKING SECRET IDENTITY OF SPIDEY'S SUPER-FOE?

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

BEGIN A *NEW* ERA OF WALL-CRAWLING *WONDERMENT* WITH: LEN WEIN *WRITER/EDITOR* * ROSS ANDRU & JOHN ROMITA *ILLUSTRATORS* * *GLYNIS WEIN: colorist* *JOHN COSTANZA: letterer*

SKIRMISH BENEATH THE STREETS!

THINGS ARE SENT HERE TO **DIE**--TO BE PURIFIED BY **FIRE** AND REDUCED TO VAGRANT **ASH**--OR BE PILED INTO **BARGES** AND UN-CEREMONIOUSLY **DUMPED** BEYOND THE 12-MILE LIMIT.

THE NEW YORK CITY DEPARTMENT OF SANITATION CALLS THIS PLACE AN **INCINERATING PLANT**; THE LOCAL RESIDENTS CALL IT AN **EYESORE**; BUT THE WEB-SLINGING **SPIDER-MAN** MAY WELL CALL IT A **GODSEND**--

--FOR HE HAS COME TO THESE JUTTING TOWERS DEEP IN THE WILDS OF BROOKLYN--**TO RID HIMSELF OF A NIGHTMARE!**

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THIS HASN'T EXACTLY BEEN A JUMP-UP-AND-CLICK-HEELS *WEEK*--HAS IT, HERO?

FACE IT, FELLA--IN THE PAST FEW DAYS, YOU'VE TAKEN *MORE* THAN YOUR FAIR SHARE OF *LUMPS*--

--ON THE *INSIDE* AS WELL AS *OUT!*

YOU'VE BEEN *ATTACKED* BY A CREEP-FILLED *COLLECTION* OF YOUR MOST DEADLY *FOES*...

YOU'VE BEEN *BETRAYED* BY A MAN YOU ONCE ADMIRED AND *TRUSTED*...

YOU'VE *LOST* GWEN STACY--THE FIRST GIRL YOU EVER TRULY *LOVED*-- FOR A *SECOND* TIME...

AND TO *TOP* IT ALL OFF, YOU'VE FOUND YOURSELF FACED WITH--*THIS!*

GOTTA *HAND* IT TO GOOD OL' PROFESSOR WARREN --a.k.a. THE *JACKAL!*

AS IF *ONE* PETER PARKER DIDN'T HAVE MORE THAN *ENOUGH* TROUBLE--

--HE HAD TO GO AND GIVE THE WORLD *TWO!*

STILL GIVES ME THE *CHILLS* JUST TO *LOOK* AT HIM! IF I DIDN'T *KNOW* HE WAS ONLY A *CLONE*, I'D...

HUH? MY SPIDER-SENSE-- *TINGLING*--!

SOMEBODY IS *SPYING* ON...

EH? TH-THERE'S *NOBODY* THERE!

LET'S HEAR IT FOR *PARANOIA*, PARKER--

--NOT THAT YOU DON'T HAVE *PLENTY* TO BE PARANOID *ABOUT!*

HO-KAY, THAT'S ENOUGH *INTROSPECTION!*

IT'S TIME I DID WHAT I *CAME* HERE TO DO--

--NO MATTER HOW *DISTASTFUL* IT IS!

COULDN'T DO THIS *BEFORE*-- HAD TO KEEP THE BODY *HIDDEN* TILL I FOUND OUT IF I WAS THE *REAL McCOY!*

NOW THAT I KNOW FOR *SURE*, I'M FREE TO FINALLY *DISPOSE* OF THIS CORPSE!

IT JUST WOULDN'T BE *HEALTHY* TO HAVE *TWO* SPIDER-MEN IN EVIDENCE OR TWO *PETER PARKERS*--

--EVEN IF *ONE* OF THEM IS *DEAD!*

IN FACT, *ESPECIALLY* IF ONE OF THEM IS *DEAD!*

THE AUTHORITIES WOULD START ASKING MORE *QUESTIONS* THAN THE *WATER-GATE COMMISSION*--

--AND *NEW* PROBLEMS I JUST DON'T *NEED!*

SO *GOOD-BYE*, BROTHER! IT'S *MY* LAST WISH TO BE *CREMATED*-- SO I GUESS IT'S *YOUR* WISH TOO!

SLEEP *WELL*, FELLA. AT LEAST *YOUR* WORRIES ARE *OVER!*

WHO *KNOWS?* OF THE *TWO* OF US, MAYBE YOU'RE THE *LUCKY* ONE!

AND THE SHRILL ***SHRIEK*** *OF THE SCAVENGING* ***GULLS*** *SLASHING THROUGH THE PRE-DAWN STILL-NESS CONTINUES TO* ***MOCK*** *THE MELAN-CHOLY WEB-SLINGER LONG AFTER HE IS* ***LOST*** *FROM SIGHT.*

CUT: TO THE CAMPUS OF EMPIRE STATE UNIVERSITY, SEVERAL HOURS LATER...

SOMETHING WRONG THIS MORNING, TIGER--OR IS THAT A STUPID QUESTION?

HUH? OH. YEAH.

YOU LOOK LIKE YOU JUST LOST YOUR BEST FRIEND.

MAYBE I HAVE, MARY JANE. MAYBE I HAVE.

YOU MEAN POOR PROFESSOR WARREN, DON'T YOU? SORRY, PETEY--I'D ALMOST FORGOTTEN HOW CLOSE YOU TWO WERE BEFORE HIS DEATH.

MJ, YOU HAVE NO IDEA HOW CLOSE.

HEY, ANYBODY HERE REALIZE WHAT TIME IT IS?

YOU GUYS HAVE EXACTLY TWO MINUTES TILL THE BELL RINGS! YOU DON'T WANNA BE LATE, DO YA?

SPEAK FOR YOURSELF, MR. THOMPSON. ME--I WAS JUST GETTING COMFORTABLE.

YOU WERE ALSO GETTING GRASS STAINS ON YOUR JEANS.

YOU KNOW, PARKER--SOMETIMES I THINK YOU DON'T APPRECIATE THESE HALLOWED HALLS OF HIGHER LEARNING.

WHOA! STOP THE PRESSES!

TIMES CHANGE, PAL, I GUESS PEOPLE CHANGE WITH 'EM.

COULD THIS BE THE SAME FLASH THOMPSON WHO USED TO CALL ME THE LAST OF THE BIG-TIME BOOKWORMS?

RIGHT NOW THE MOST IMPORTANT THING IN MY LIFE IS MY EDUCATION.

THIS IS ONE EX-GI WHO INTENDS TO MAKE SOMETHING OF HIMSELF!

WELL, GOOD FOR YOU, HANDSOME.

GOT A FEELING THE FINISHED PRODUCT WILL BE WELL WORTH WAITING FOR.

IF YOU KNOW WHAT I...

HUH?

H-HARRY?
HARRY OSBORN?
IS IT REALLY YOU?
HUH?
OH--ER--HI, MARY JANE.
I'M BACK.
OH, HARRY!
WHY DIDN'T YOU TELL US?
WHY DIDN'T YOU LET US KNOW YOU'D BEEN RE-LEASED FROM THE INSTITUTION?
HEY, ACE--HOW'S IT GOIN'?
IT'S GOING GREAT, FLASH... I GUESS.
HEY, YOU'VE MISSED SOME-ONE, BLUE-EYES.
PETER! HELLO, PETER! I'M BETTER NOW. I'M REALLY FINE!
GLAD TO HEAR IT, OL' BUDDY--REALLY!
BUT CAN I BELIEVE IT?
HARRY SEEMS PRETTY NORMAL. MAYBE HE IS CURED.
WHICH MEANS THE GREEN GOBLIN IS FINALLY GONE FOR GOOD*--
--TAKING THE SECRET OF MY DOUBLE IDENTITY WITH HIM!
*HARRY BECAME THE GOBLIN BACK IN SPIDEY #136-137.--LEN.
GOTTA RUN, HARRY. WE'RE LATE FOR CLASS.
BUT LISTEN-- J. JONAH JAMESON IS TOSSING A PARTY TONIGHT FOR NED LEEDS AND BETTY BRANT. WHY DON'T YA COME ALONG?
PLEASE COME, HARRY. I PERSONALLY GUARANTEE YOU'LL HAVE A FUN TIME!
SO HARRY OSBORN IS BACK IN TOWN.
WOW.

AND EVEN THOUGH WE WEREN'T INVITED, WHAT SAY WE JUMP AHEAD A FEW HOURS AND TRUCK ON OVER TO AN ENGAGEMENT PARTY IN PROGRESS ON THE UPPER EAST SIDE--

--IN THE PENTHOUSE APARTMENT OF A CERTAIN PHILANTHROPIC NEWSPAPER PUBLISHER WE'VE ALL COME TO KNOW... AND LOVE?

EAT, DRINK AND BE MERRY, EVERYONE! TONIGHT THE TAB IS BEING PICKED UP BY YOUR OWN J. JONAH JAMESON!

BING BONG

I WANT YOU ALL TO REMEMBER THAT THE NEXT TIME YOU ASK FOR A RAISE!

ENJOY YOURSELVES, EVERYONE! I'LL ANSWER THE...

EH?

BLAZES! SOME IDIOT LEFT THE PATIO DOOR OPEN!

DO THEY HAVE ANY IDEA WHAT IT COSTS TO RUN AN AIR CONDITIONER THESE DAYS?

ELECTRICITY DOESN'T GROW ON TREES, YOU KNOW! IT'S...

BING BONG

YEAH--KEEP YOUR SHIRT ON! I'M COMING! I'M COMING!

OHHHH-- JUST WAIT'LL I GET MY HANDS ON JOE ROBERTSON FOR TALKING ME INTO THIS MESS!

BING BONG

ALRIGHT ALREADY! YOU DON'T HAVE TO WEAR AWAY YOUR BLASTED FINGER PRESSING THAT...

SO IT'S YOU, PARKER! I SHOULD'VE KNOWN!

EVENING, J. JONAH!

WHY AREN'T YOU OUT SOMEWHERE TAKING PICTURES OF SOMETHING? I'VE GOT ENOUGH PROBLEMS HERE!

WHY, MR. JAMESON-- WHAT A MARVELOUS JAMES CAGNEY IMPERSONATION! I DIDN'T KNOW YOU HAD ACTING ABILITY.

TELL ME--ARE THOSE RUMORS TRUE ABOUT YOU REPLACING ROBERT REDFORD IN HIS LATEST FILM?

ER-- RUMORS? M-ME AND... ROBERT REDFORD?

WELL--ER--ACTUALLY--THEY *CALLED* ME ABOUT IT BUT I WAS--ER--TOO *BUSY* TO...*HUH?*

LORD--*NO!* NOT MY *GUY LOMBARDO RECORDS--!*

YOU--AH--DON'T *REALLY* WANT TO LISTEN TO THOSE --ER--*CLASSICS*, THOMPSON! *GIMME* THAT!

WHY DON'T I TURN ON THE *RADIO*-- AND FIND US SOME NICE *MANTOVANI* MUSIC?

MANTOVANI? WHAT GROUP DOES *HE* PLAY WITH?

BECAUSE THIS IS A *PARTY*, THOMPSON-- I'M GOING TO PRETEND YOU DIDN'T *SAY* THAT!

...AND WE'LL CONTINUE TO GIVE YOU THE *BULLETINS* AS SOON AS THEY COME IN! NOW BACK TO "*MAKE-BELIEVE BALLROOM*"...

GAD! PARKER'S *FRIENDS* ARE AS BIZARRE AS *HE* IS!

HEY, HARRY *DID* COME AFTER ALL. DOESN'T SEEM TO BE HAVING A VERY GOOD *TIME*, THOUGH.

THE MAN NEEDS *CHEERING UP*, TIGER--

--AND THAT IS DEFINITELY *MY* DEPARTMENT.

HIYA, HANDSOME. MIND IF OL' *MJ JOINS* YOU?

I GUESS WE'VE GOT A LOT TO *TALK OVER.*

MAYBE WE *DO*, MARY JANE-- BUT MY *THERAPIST* SAYS I SHOULD *FORGET* THE PAST.

WOULD YOU LIKE A SIP OF MY *DR. PEPPER?*

I'M JUST HAPPY WE CAN STILL BE *FRIENDS.*

ER--UH--*YEAH.* AT THIS POINT, I COULD *USE* IT.

BETTY BRANT AND *NED LEEDS*--TWO OF MY *FAVORITE* PEOPLE--TYING THE *KNOT* AT LAST!

I STILL CAN'T GET *OVER* IT!

TO TELL THE *TRUTH*, PETER-- NEITHER CAN *WE.*

...ANOTHER *BULLETIN!* THE ISOLATED *POWER BLACKOUTS* ACROSS MANHATTAN CONTINUE! JUST MOMENTS AGO, 47th STREET BETWEEN LEXINGTON AND 3rd AVENUES *JOINED* THE OTHERS...

FOR A MOMENT THERE, I WAS AFRAID I WOULDN'T EVEN *LIVE* LONG ENOUGH TO ATTEND MY OWN *WEDDING*.

I'M STILL NOT REALLY SURE *WHY* I WAS KIDNAPPED BY THE *JACKAL*-- OR HOW I *ESCAPED*. I WAS *UNCONSCIOUS* THRU MOST OF IT.

THE POLICE TOLD ME YOUR PROFESSOR WARREN *DIED* SAVING MY LIFE --AND I DON'T EVEN KNOW *HOW*... OR *WHY*!

I SUPPOSE HE SOMEHOW FELT *RESPONSIBLE* FOR THE JACKAL --BUT WE'LL NEVER *KNOW* FOR SURE.

THE PROFESSOR IS *DEAD* AND THE JACKAL HAS *DISAPPEARED*.. HOPEFULLY *FOREVER*.

NOW *HEY*-- LET'S TALK ABOUT *HAPPIER* THINGS.

HARUMPH! SOME DOLT TURNED UP THE *AIR CONDITIONING* AGAIN!

ISN'T THIS PARTY COSTING ME *ENOUGH* WITHOUT WASTING...

GAD!

MADAM-- *DON'T!*

YOU'RE MAKING A TERRIBLE *MISTAKE!*

I'M ONLY *SITTING DOWN.*

MADAM-- *PLEASE!*

THIS ISN'T A *CHAIR*-- IT'S AN ANTIQUE *INDONESIAN INCENSE BURNER!*

WELL, I *NEVER*--!

IN THE *FUTURE*, MR. JAMESON-- IF YOU INTEND TO HOLD A *PARTY*--

I SUGGEST YOU DO *NOT* HOLD IT IN A *MUSEUM!*

COUNT TO *TEN*, JONAH... COUNT TO *TEN*...

HARRY, IT'S *GOOD* TO SEE YOU AGAIN. I KNEW THEY COULDN'T KEEP YOU *DOWN* FOR LONG.

LISTEN-- IF YOU NEED ANY *HELP* IN THE NEXT FEW WEEKS, DON'T HESITATE TO *CALL* ME.

THANKS, MR. ROBERTSON. I *APPRECIATE* THAT.

...*MORE* BLACKOUTS... 2nd AVENUE BETWEEN 52nd AND 53rd STREETS... 55th ST. BETWEEN LEXINGTON AND 3rd...

CALL ME "*ROBBIE*". ALL MY *FRIENDS* DO.

HEY, IX-NAY ON ANY MORE *OOZE-BAY!*

WE'VE GOT TWO CASES OF *COKE* DOWN THERE THAT HAVEN'T BEEN *TOUCHED!*

CON EDISON SPOKESMEN **DENY** ANY KNOWLEDGE OF THE BLACK-OUT'S **ORIGINS**... BUT EXPLAIN THAT EVERYTHING POSSIBLE IS BEING DONE TO **RECTIFY** THE SITUATION AS SWIFTLY AS...

THAT'S A **NEW** TWIST--SYSTEM-ATIC **POWER FAILURES!** AND FROM THE SOUND OF THINGS, THEY'RE HEAD-ING **THIS** WAY!

GLUTTONS! THEY'VE GONE THRU **THREE** PLATTERS OF **CAVIER** SO FAR--

--BUT THEY HAVEN'T **TOUCHED** THE BLASTED **TUNA SALAD.**

UH-**UH,** MISS BOSWELL-- **CAVIER** IS BAD FOR THE **TEETH.**

B-BUT I DON'T **LIKE** TUNA FISH, MR. JAMESON.

HERE--TRY SOME OF THIS DELICIOUS **TUNA SALAD.**

COME NOW, MISS BOSWELL, TRY THE **TUNA**-- OR YOU'RE **FIRED.**

DOCTOR PEPPER **AGAIN?** HAVEN'T YOU GOT ANYTHING WITH A LITTLE **ZING** IN IT?

I'M **SORRY,** SIR-- YOUR HOST'S **ORDERS.** HE'LL ALLOW **NOTHING** TO BE SERVED THAT HAS **MORE** ZING THAN **HE** HAS.

...BLACKOUT EMERGENCY PROCE-DURES ARE BEING INSTITUTED BY MAYOR BEAME, WHO PROMISES A QUICK **END** TO...

HMMM--THINGS ARE BEGINNING TO SOUND **DESPERATE.**

FOLKS, MAY I HAVE YOUR **ATTENTION** FOR A MOMENT?

J. JONAH JAMESON HAS A LITTLE--ER-- **UNREHEARSED ANNOUNCE-MENT** TO MAKE!

CAN'T SEE **ANYTHING** FROM HERE.

AS YOU ALL KNOW, BETTY BRANT AND NED LEEDS HAVE FAITHFULLY SERVED THE **DAILY BUGLE** FOR MANY YEARS--

HEY--THERE GOES THE NEXT **BLOCK** OVER!

--SO IN HONOR OF THEIR **MARRIAGE,** I AM TRANSFERING THEM BOTH TO OUR **PARIS** BRANCH, TO ALLOW THEM SORT OF A--ER-- WORKING **HONEYMOON!**

YES, FOLKS--NEVER LET IT BE SAID YOUR PEERLESS **PUBLISHER** HASN'T GOT A **HEART** AS BIG AS...

BLAZES! WHAT'S HAPPENED TO THE **LIGHTS?**

THAT, J. JONAH, IS ONE VERY GOOD QUESTION--

--AND I'M BEGINNING TO GET THE UNCOM-FORTABLE FEELING I KNOW THE ANSWER!

CON ED CLAIMS IT'S NOT RESPONSIBLE FOR THE BLACKOUTS--AND I BELIEVE IT.

A MASSIVE POWER FAILURE WOULD BLACKOUT THE WHOLE CITY--A WIRING FOUL-UP SOMEWHERE MIGHT BLACKOUT A BUILDING, MAYBE AN ENTIRE BLOCK--

--BUT A CONSEC-UTIVE BLACKOUT OF SELECTED STREETS HAS GOT TO BE DELIB-ERATE!

MY SPIDER-EARLY-WARNING SYSTEM TELLS ME SOMETHING ROTTEN IS BREWING DOWN...

WHUPPA WHUPPA

HUH?

A POLICE 'COPTER! SEEMS THE BOYS IN BLUE SHARE MY SUSPICIONS.

HATE TO LEAVE THE PARTY--BUT I'VE GOT TO GO SEE IF I CAN HELP!

ONLY HOW DO I GET PAST JONAH, MJ, AND ALL THE OTHERS INSIDE WITHOUT THEM SEEING...

OH.

FLIK!

THERE! THAT SHOULD SHED A LITTLE LIGHT ON THE SUBJECT.

EVERYONE OKAY IN HERE?

ROBBIE, HAVE YOU SEEN PETER? I CAN'T FIND HIM ANYWHERE.

TRY THE BALCONY, MARY JANE. I THINK I SAW HIM HEAD-ING THERE.

PETER? TIGER, ARE YOU OUT HERE? PETER?

HE'S GONE! BUT... WHERE?

BELIEVE US, MS. WATSON-- IF YOU KNEW, YOU WOULDN'T WANNA KNOW!

SOMEDAY... SOME DAY... I'M GOING TO THINK BEFORE I LEAP!

GETTING UP HERE WAS EASY--

THE WORST PART OF IT IS-- NONE OF THIS IS EVEN TAX-DEDUCTABLE!

THERE ARE TIMES I WISH I COULD SIGN ON SOMEPLACE AS THE FIRST CORPORATE SUPER-HERO.

AT LEAST THEN I COULD CHARGE ALL THIS TO MY EXPENSE ACCOUNT!

--BUT CHANGING INTO MY COSTUME IS A WHOLE OTHER THING ENTIRELY!

THERE'S NO PLACE TO STASH ANY-THING UP HERE!

OH, WHO AM I KIDDING?

WITH MY LUCK, I'D ALSO WIND UP AS THE FIRST SUPER-HERO TO GO ON UNEMPLOYMENT!

THERE WENT A BRAND-NEW SPORTS JACKET!

AND THAT USED TO BE MY FAVORITE SHIRT!

I'M GONNA HAVE TO HANG BY MY ARMPITS TO TAKE OFF MY SLACKS AND SHOES!

AND SPEAKING OF THE FAMOUS PARKER LUCK, WOULDN'T YOU KNOW IT'S STARTED TO RAIN--

--AND MY SPIDEY-SUIT ISN'T SANFORIZED!

BETTER *CUT* THE "HEARTS AND FLOWERS" BIT--

--IF I'M GONNA MAKE IT *WORTH* MY LOSING *HALF* MY ALREADY-MEAGER *WARDROBE!*

WHICH MEANS I'D BETTER START TRYING TO FIGURE OUT JUST *WHO* IS BEHIND ALL THIS AND *WHY* HE...

HUH?

YEP. I *SEE* IT ALRIGHT--

--BUT I FLATOUT *REFUSE* TO BELIEVE IT!

I MEAN I'VE HEARD OF PEOPLE WANTING THEIR *NAME* UP IN *LIGHTS* AND ALL--

--BUT THIS IS DOWNRIGHT RIDICULOUS!

WELL, THAT ANSWERS THE "WHO" PART OF THE PROBLEM.

PAK

POK

IN THE OLD DAYS, THE SHOCKER WASN'T MUCH MORE THAN A SAFE-CRACKER-CUM-BANK-ROBBER--

--WITH A LITTLE ARMORED-CAR ROBBERY TOSSED IN FOR GOOD MEASURE.*

* THOSE OLD DAYS BEING SPIDER-MAN #46 & 72, RIGHT?--LEN.

PAF

SO WHAT DOES HE FIGURE TO GAIN BY BLACKING OUT HALF THE CITY?

THE ONLY THING LEFT TO FIGURE OUT NOW IS--WHY?

WELL, SINCE MY PSYCH TEACHER SAYS IT'S IMPOSSIBLE TO DIVINE THE WORKINGS OF THE CRIMINAL MIND--

--I SUPPOSE I'LL JUST HAVE TO ASK SHOCKIE WHEN I FIND HIM!

THE ONLY WAY TO CUT THE POWER TO SPECIFIC AREAS THAT WAY IS TO GO RIGHT TO THE CABLES RUNNING BENEATH THE STREETS.

--I'VE GOT A PRETTY GOOD IDEA JUST WHERE HE HAS TO BE!

AND SINCE OL' QUILT-BRAIN HASN'T QUITE FINISHED SPELLING OUT HIS MONIKER YET--

MAN, IS IT EVER *COLD AND CLAMMY* DOWN HERE.

DON'T KNOW HOW CREEPS LIKE THE MOLE MAN CAN *STAND* LIVING UNDERGROUND 365 DAYS A YEAR.

'COURSE, MOLEY'S WINNING *PERSONALITY* MIGHT HAVE *SOMETHING* TO DO WITH IT--

--BUT EVEN *HE* DOESN'T HAVE THE *EGO-IDENTITY* PROBLEMS OF THE SHOCKER!

UNLESS I'VE GOT MY *DIRECTIONS* FOULED, THE FINAL STROKE OF SHOCKIE'S CITY-WIDE *"SIGNATURE"* SHOULD BE JUST ABOUT *OVERHEAD*--

WHICH MEANS THE OL' *SNEAK* HIMSELF SHOULD BE AROUND HERE *SOMEWHERE*-- GETTING READY TO TURN OUT THE *LIGHTS!*

NOW ALL I HAVE TO DO IS *FIND* HIM BEFORE I CATCH *TERMINAL GOOSE-BUMPS* OR SOME SUCH... *EH?*

SOUNDS LIKE SOMEBODY *DRILLING* UP AHEAD AROUND THAT *CORNER.*

EVEN MONEY SAYS IT'S...

UH-UH. IT *IS!*

THE *SHOCKER!*

ZAKK!

GUESS THE TIME HAS COME TO *RE-INTRODUCE* MYSELF!

HI, GUY! LONG TIME, NO SEE!

WHAT--? WHO--?

DEAR ME, HOW QUICKLY THEY FORGET!

THE NAME IS SPIDER-MAN, BUSTER--WITH A CAPITAL 'S'!

I'LL LET YOU OFF EASY THIS TIME--

UUNGH!

--BUT DON'T LET IT HAPPEN AGAIN!

NEXT TIME I MIGHT GET ANGRY!

MY PUBLIC WOULDN'T HAVE ME ANY OTHER WAY, PAL!

NOW STAND STILL AND LET ME FINISH THIS!

IT WILL BE FINISHED ALRIGHT, WEB-HEAD--

--BUT IT WILL BE FINISHED BY--THE SHOCKER!

ZZAK!

HUHNNFF-- DIDN'T EXPECT THAT!

I'D ALMOST FORGOTTEN HOW DANGEROUS THIS BOZO CAN BE!

YOU HAVEN'T CHANGED, WEB-SLINGER. YOU'RE STILL THE SAME WISE-CRACKING ARROGANT PUNK!

I DON'T KNOW *HOW* YOU TUMBLED TO MY *PLANS*, WALL-CRAWLER--

--BUT YOU WON'T *LIVE* LONG ENOUGH TO *INTERFERE* WITH THEM!

ZAKK!

ME *INTERFERE*? I WOULDN'T *DREAM* OF IT!

ZZZZZZZZZZZZZZZ

FOR *SHAME*, SHOCKIE--DON'T YOU KNOW *DRIVING* WITHOUT A LICENCE IS *ILLEGAL*?

MORON! MY *VIBRO-SHOCKERS* WILL DRIVE YOU RIGHT *THRU* THAT WALL!

GOT TO KEEP UP THE *PATTER*--MAKE HIM *ANGRY* ENOUGH TO COME *CLOSER*--!

GO *ON*, WEB-HEAD--*MOCK* ME! BUT YOUR *NEXT* JOKE WILL BE YOUR *LAST*!

THAT'S IT, UGLY-- *CLOSER*--

--JUST A LITTLE BIT *CLOSER*--

--NOW!

WHAT--?

THWIP!

BLASTED *WEBBING*-- *BLINDING* ME--!

A WHOLE LOT *YOU* KNOW, FELLA--

BROK!

HUHHN!

THAT WAS MY SPECIAL PATENTED *TWO-HANDED WEB-SHOT* I JUST WASTED ON YOU--

CHUD!

--AND YOU DON'T EVEN HAVE *CLASS* ENOUGH TO *APPRE-CIATE* IT!

THEN *YOU* APPRECIATE *THIS*, WEB-HEAD!

SPAK!

MY COSTUME'S *AUTOMATIC INNER VIBRATIONS* HAVE TORN FREE YOUR *WEBBING*--

--AND NOW A *DOUBLE-INTEN-SITY VIBRO-BLAST* WILL FREE *ME!*

ZAKK!

I'D LIKE TO STICK AROUND AND *DISPOSE* OF YOU, WALL-CRAWLER-- BUT I HAVE MORE *IMPORTANT* THINGS TO DO!

HEY--DON'T GO AWAY *MAD*, SHOCKIE--!

HUH? RATS FALLING ALL OVER ME--*RUINED* MY AIM--

--AND MY WEB-SHOOTER'S *EMPTY* TO BOOT!

MUST 'VE USED THE *LAST* OF THAT WEBBING COMING DOWN FROM THE *'COPTER*--

--BUT ONE GOOD SHOT FROM MY *OTHER* LITTLE DARLIN' AND...

NO! I SIMPLY DO NOT *BELIEVE* IT!

FFTT!

THIS ONE'S EMPTY *TOO!*

LOOKS LIKE I'LL JUST HAVE TO TAKE SHOCKIE THE *HARD* WAY!

SO! YOU'RE STILL *FOLLOWING* ME, ARE YOU?

YOU'RE *PER-SISTANT,* SPIDER-MAN--

--BUT LET'S SEE YOU FOLLOW ME THRU--

THIS!

ZZZAK!

CRIPES! HIS VIBRO-BLASTS HAVE *COLLAPSED* THE WHOLE *TUNNEL*--

--AND THERE'S *NO* WAY I CAN *AVOID* THE DEBRIS!

THIS TIME I'M TAKING THE *HARD FALL!*

SILENCE: FOR SEVERAL LONG MINUTES, THE WEB-SLINGER *SWIMS* IN IT--

--UNTIL HE ABRUPTLY *AWAKENS*--

HUH?

--TO FIND HIMSELF *SWIMMING* IN SOME-THING *ELSE!*

GOOD GRIEF! THE SEWER IS FILLING UP WITH *RAIN WATER*--

--AND I'M *IN* IT UP TO MY *NECK!*

AND ON THAT OMINOUS NOTE, WE TAKE LEAVE OF OUR WATER-LOGGED WALL-CRAWLER TILL NEXT TIME--WHEN YOU'LL BE TREATED TO A MINOR EPIC WE CALL:

CITY IN THE DARK!

SPIDER-MAN

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the AMAZING SPIDER-MAN®

™

WEBHEAD, YOU'VE *TANGLED* WITH ME ONCE TOO *OFTEN!* *THIS* TIME, YOU'RE GONNA BE--

--SHATTERED BY THE **SHOCKER!**

HE'S *RIGHT!* ONCE I *HIT* THOSE WHIRLING *DYNAMO BLADES,* IT'LL BE-- *GOOD-BYE, SPIDEY!*

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN * ROSS ANDRU & MIKE ESPOSITO & FRANK GIACOIA * GLYNIS OLIVER WEIN: colorist
WRITER/EDITOR ILLUSTRATORS EXTRAORDINAIRE JOHN COSTANZA: letterer

IF YOU MISSED LAST ISSUE (AND IF YOU DID, SHAME ON YOU! JUST BE SURE IT DOESN'T HAPPEN AGAIN.) SUFFICE IT TO SAY THAT EVERYONE'S FAVORITE WALL-CRAWLER IS TRAPPED IN A RAPIDLY-FLOODING SEWER BENEATH THE CITY STREETS--
WEBHEAD, I'VE GOT THE FEELING THIS JUST ISN'T GONNA BE YOUR NIGHT!
--AND HIS ONLY HOPE OF ESCAPE HAS BEEN...
SHATTERED BY THE SPIDER!
WE'LL TRY TO FILL YA IN ON THE REST OF THE DETAILS AS WE GO BARRELING OVER THE FALLS!

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'SCUSE ME, FELLAS--BUT I'VE GOT SOME HEAVY *DIGGING* TO DO BEFORE...

NOT A *CHANCE!* THIS *RUBBLE* IS PILED FROM HERE UP TO THE *STREET!*

BETTER MAKE FOR THE NEXT *MANHOLE SHAFT*--RIGHT *NOW!*

THIS SEWER IS *FILLING UP* FASTER THAN A *BINGO PARLOR* ON A FRIDAY NIGHT!

IF I DON'T REACH *HIGH GROUND* BEFORE THE LIQUID *CRUD* IN HERE REACHES THE *CEILING*--

--THEY'RE GONNA FIND ONE *WATER-LOGGED* WEB-SLINGER FLOATING *BELLY UP* IN THE BAY!

AND IF *THAT* DOESN'T RUIN MY ALREADY LESS-THAN-STERLING *IMAGE*, I DON'T KNOW *WHAT*... *HEY!*

THERE IT *IS!*

OKAY, PARKER--START *CLIMBING* AS FAST AS THOSE LITTLE BLUE-CLAD *LEGS* OF YOURS WILL...

HUH? THAT *SOUND--!*

HOLY HANNAH! HERE COMES THE *DELUGE!*

GOT TO KEEP A GRIP ON THE LADDER OR--

UUNNHH!!

NO GOOD! COULDN'T HANG ON--!

I'VE HAD IT! I'VE...

C'MON, PARKER-- KEEP YOUR COOL!

THINK THIS THING THRU!

THIS SEWER HAS TO EMPTY SOMEWHERE-- PROBABLY THE RIVER--

--SO ALL I HAVE TO DO IS LET THE CURRENT CARRY ME TO SAFETY--

--ASSUMING I CAN HOLD MY BREATH THAT LONG!

BUT I HAVE TO HOLD IT--I HAVE TO--!

IF NOT FOR MYSELF --THEN FOR AUNT MAY-- FOR MARY JANE--

--FOR ALL THE PEOPLE WHO DEPEND ON ME--!

NO! STARTING TO BLACK OUT --BUT I'VE GOTTA HOLD ON--

--JUST A LITTLE BIT LONGER--

--JUST A LITTLE--

MADE IT!!

GOTTA CATCH MY BREATH-- CLEAR MY HEAD--THEN I'VE GOT THINGS TO DO--

--LIKE GETTING MY UNIFORM FUMIGATED!

EASY, WEBHEAD-- YOU'VE GOT NOTHING TO JOKE ABOUT!

BY NOW, A CERTAIN MARY JANE WATSON IS WONDERING WHERE PETER PARKER DISAPPEARED TO-- TO PUT IT MILDLY!

GOT TO GET TO MY APARTMENT-- GRAB A CHANGE OF CLOTHES-- HEAD BACK TO J. JONAH JAMESON'S PARTY-- AND SEE IF I CAN PATCH THINGS UP!

THE SHOCKER WILL JUST HAVE TO WAIT!

WELL, WHILE YOU WERE TURNING THE PAGES, WE WERE SWITCHING SCENES..

--FROM THE BRACKISH WATERS OF THE EAST RIVER, TO THE PLUSH PENT-HOUSE OF THE AFOREMENTIONED J. JONAH JAMESON.

'NIGHT ALL. GLAD YOU COULD COME.

SEE YOU ALL AT THE OFFICE TOMORROW--AT NINE SHARP!

LORD, AM I GLAD THAT DISASTER IS OVER.

NEVER AGAIN WILL I... EH?

GAD! MY PRICE-LESS ANTIQUE DECANTER!

THANK HEAVEN IT'S NOT BROKEN! IT COULD NEVER BE...

BING BONG

HUH... ER...WHA...?

WHO IN BLAZES IS... PARKER!?!

WHERE THE DEVIL WERE YOU?

OUT TRYING TO GET PICTURES OF THE BLACK-OUT, JONAH-- LIKE A GOOD LITTLE PHOTOG-RAPHER SHOULD!

MY LADY STILL AROUND?

MS. WATSON LEFT, PARKER--

--WITHOUT YOU!

SH-SHE DID?

YES--AND SHE WASN'T EXACTLY FOND OF YOUR SUDDEN VANISHING ACT!

SAY, WEREN'T YOU WEARING DIFFERENT CLOTHING A WHILE AGO?

HUH? OH-- YEAH--WELL-- MY OTHER OUT-FIT GOT A TRIFLE SOGGY.

PROBABLY A LEAK FROM THAT HOLE IN YOUR HEAD! NOW GET OUT OF HERE, PARKER!

I'D LIKE TO GET SOME SLEEP!

G'NIGHT, MR. JAMESON. PLEASANT DREAMS.

GOOD-BYE, PARKER-- AND DON'T SLAM THE BLASTED--

SLAM!

--DOOR.

MY DECANTER!

CRASH!

J. JONAH JAMESON 'S NEXT FEW REMARKS ARE, TO SAY THE LEAST, **UNPRINTABLE** -- SO WHAT SAY WE **SWITCH** SCENES AGAIN--

--AND TURN OUR ATTENTION TO THAT AREA OF MANHATTAN AFFECTIONATELY CALLED THE **BOWERY!**

SPECIFICALLY, TO A TORN AND TATTERED **FIGURE** RUMMAGING BUSILY THRU THE **TRASH** THAT LINES AN ILL-SMELLING **ALLEY-WAY!**

WHO'D EVER HAVE THOUGHT A MAN SUCH AS **I** WOULD ONE DAY BE REDUCED TO **THIS?**

DIGGING THRU **GARBAGE** TO FIND **SUSTE-NANCE!**

BUT WHAT **OTHER** CHOICE HAVE I?

MY POCKETS ARE **EMPTY**..

--AND I DARE NOT RISK **STEALING** WHAT I NEED, LEAST **HE** FIND ME AGAIN--

--AND **THAT** I COULD NOT **BEAR!**

ONLY IN THE **BOTTLE** CAN I ESCAPE HIM NOW -- ONLY IN THE BLESSED **BOTTLE!**

STILL NO **SIGN** OF HIM! WHO KNOWS -- THIS MAY BE A **GOOD** NIGHT AFTER...

NO -- NOT **AGAIN!** HE CAN'T HAVE FOUND ME **AGAIN!**

LEAVE ME **ALONE,** CURSE YOU!

I'M NOT **RESPONSIBLE** FOR WHAT HAPPENED TO YOU -- I'M **NOT!**

LEAVE ME **ALONE,** DO YOU HEAR ME?

LEAVE ME **ALONE!!**

WHAT HAVE WE **HERE** YOU ASK, FAITHFUL ONE?

UNFORTUNATELY, A MYSTERY FOR **ANOTHER** DAY.

RIGHT NOW, WE'D BEST PICK UP ON OUR HAPLESS **HERO**-- AS HE SHUFFLES ALONG A COLLEGE **CAFETERIA LINE** THE NEXT NOON...

FACE IT, PARKER--YOU'RE IN THE **DOGHOUSE!**

YOU'VE BEEN TRYING TO TRACK DOWN THE ELUSIVE MS. WATSON ALL MORNING-- AND YOU'VE COME UP **ZERO!**

THAT LITTLE LADY IS **AVOIDING** YOU LIKE THE **PLAGUE!**

WHAT'LL IT **BE,** PAL?

HUH? OH--ER--THE **MEAT LOAF,** I GUESS.

WHAT SORT OF **VEGETABLES** D'YA HAVE TODAY?

TOD MENU

NOT MUCH **LEFT,** CHUM. **STEWED TOMATOES** AND **SUCCOTASH** IS ABOUT IT!

YIICK! I'LL WRITE MY **CONGRESSMAN** ABOUT THIS!

WOULDN'T **HELP,** BUDDY. **HE** WON'T EAT THAT JUNK **EITHER!**

HEY, GET A **MOVE** ON, WILL YA? SOME OF US DON'T HAVE **ALL DAY!**

SORRY, FRIEND-- BUT MOMENTOUS **DECISIONS** SUCH AS THIS CAN'T BE MADE **LIGHTLY... HEY!**

MARY JANE!?!

HEY, FELLA--YOUR **LUNCH!** WHAT'RE YA GONNA **HAVE?**

LUNCH? CAN'T YOU SEE MY **LIFE** IS FALLING APART IN FRONT OF ME?

GIVE ME **ANYTHING!**

WAIT UP, **M.J.**-- I WANNA **TALK** TO YOU!

SHE'S GIVING YOU THE **COLD SHOULDER,** PARKER--AND YOU **DESERVE** IT!

LEAVING HER **HANGING** AT NED AND BETTY'S ENGAGEMENT PARTY WHILE YOU SWUNG OFF TO PLAY **HERO** WASN'T EXACTLY THE **BRIGHTEST** STUNT YOU'VE EVER... **HUH?**

FER CRIPE'S SAKE, FELLA-- WILL YA TAKE YER BLASTED **PLATE?**

COME ON, MARY JANE--YOU'RE NOT BEING **FAIR!**

AT LEAST GIVE ME A CHANCE TO **EXPLAIN!**

I DO NOT HEAR A **WORD** YOU'RE SAYING, PETER PARKER!

NOT A SOLITARY **WORD!**

OKAY, M.J.--IF THAT'S THE WAY YOU WANT TO **PLAY** IT! I'M NOT GONNA STAND HERE ALL DAY AND MAKE A **FOOL** OF MYSELF!

ANY TIME YOU WANT TO GIVE ME A CHANCE TO **APOLO-GIZE,** YOU KNOW WHERE TO **FIND** ME.

PARKER! HEY, PARKER--**C'MERE** A MINUTE!

HUH? OH-- **SURE,** FLASH, WHY **NOT?**

GRAB A **CHAIR,** PETE-- TAKE A **LOAD** OFF YOUR FEET!

HERE, PETER--YOU CAN HAVE **MY** SEAT! I'LL MOVE **OVER.**

NO, HARRY, YOU **DON'T** HAVE TO... OH, ALL RIGHT.

HEY, PETE--I COULDN'T HELP NOTICING YOU AND M.J. OVER THERE. ANYTHING **WRONG** BETWEEN YOU TWO?

NOTHING STICKING MY HEAD IN A **LIT OVEN** WOULDN'T CURE. WHAT'S NEW BY **YOU?**

THAT'S WHAT I WANTED TO **TELL** YA. Y'KNOW, I'VE BEEN KIND'A **LONELY** SINCE YOU **MOVED OUT** OF MY PLACE, HOTSHOT*-- SO I ASKED **HARRY O** HERE TO BE MY **NEW ROOMMATE!**

WOULD YA BELIEVE THE POOR SUCKER **ACCEPTED?**

REALLY? HEY, THAT'S **GREAT!**

* BACK IN ISSUE #140 --LEN.

CONGRATULATIONS, HARRY. FLASH **SNORES** A LOT, BUT OTHERWISE...

HEY, YOU'VE BEEN **EATING** THAT STUFF LIKE IT WAS GOING OUT OF **STYLE!** WHAT **IS** IT, ANYWAY?

IT'S MEAT LOAF, SUCCOTASH, AND STEWED TOMATOES-- THE SAME THING **YOU'RE** EATING.

THE SAME THING **I'M...?**

ER-- HARRY, SINCE YOU **LIKE** IT SO MUCH, HOW ABOUT A **SECOND** HELPING ON **ME?**

OH.

I THINK I'VE JUST **COST MY APPETITE!**

GEE, **THANKS.** YOU'RE A REAL **PAL,** PETE.

UH-**HUH.**

MY FELLOW **NEW YORKERS,** I COME BEFORE YOU THIS EVENING BECAUSE THERE IS SOMETHING I BELIEVE YOU ALL SHOULD **HEAR!**

THIS **TAPE** WAS DELIVERED TO **CITY HALL** EARLIER TODAY.

YOU ALREADY **KNOW** MY **NAME.** IT WAS WRITTEN ACROSS **MANHATTAN** LAST NIGHT--

--IN LETTERS **TWENTY STORIES TALL!**

I **EXTINGUISHED** THOSE SELECTED STREETS TO PROVE THAT I HAVE THE **POWER--**

--FOR, UNLESS THIS CITY PAYS ME **ONE MILLION DOLLARS** BY MIDNIGHT TONIGHT, I WILL **BLACK OUT** THE ENTIRE **METROPOLITAN AREA!**

I WILL EXPECT AN **ANSWER** ON THIS EVENING'S **SIX O'CLOCK NEWS! AGREE--** AND FURTHER **INSTRUC-TIONS** WILL FOLLOW!

REFUSE-- AND NEW YORK WILL SUFFER THE **WRATH** OF-- **THE SHOCKER!**

THAT IS **ALL** THE TAPE SAYS.

REMOTE

CLIK!

WELL, MR. SHOCKER-- **WHEREVER** YOU ARE-- I WILL **GIVE** YOU YOUR ANSWER IN A **SINGLE WORD--**

NO!!

THE PEOPLE OF THE CITY OF NEW YORK WILL NOT **SUBMIT** TO **BLACKMAIL!**

WE WILL NOT BE **INTIM-IDATED** BY THE THREATS OF A **MADMAN!**

IN SHORT-- **WE WILL NOT SURRENDER!**

GOTTA SAY **THIS** MUCH--THE MAN'S GOT **GUTS!**

HE MAY NOT KNOW WHAT HE'S GETTING HIMSELF **INTO--** BUT HE'S GOT **GUTS!**

I, ON THE OTHER HAND, HAVE YOGURT WHERE MY BRAIN SHOULD BE!

HO-KAY-- ENOUGH ALREADY! TIME TO SHELVE THE SELF-ANALYSIS-- AND GET DOWN TO BUSINESS!

HERE'S THE 41ST STREET POWER STATION BELOW ME. BETTER SWING ON DOWN AND CHECK OUT THE SECURITY SETUP--

--'CAUSE IF SHOCKIE PLANS TO MAKE GOOD HIS THREAT-- AND KNOWING HIM, HE DOES--

--HE'LL DO IT BY DESTROYING THE CITY'S POWER PLANTS!

THE SHOCKER HAS ALREADY ALMOST KILLED ME ONCE THIS WEEK.

SO WHY IN SANITY'S NAME AM I GOING OUT AFTER HIM A SECOND TIME?

FACE IT, WEB-HEAD--YOU'VE GOT A GALLOPING GALAHAD COMPLEX!

WHICH MEANS IT'S UP TO ME TO PROTECT THEM FROM... HEY!

HALT WHERE YOU ARE, SPIDER-MAN-- OR I'LL SHOOT!

THEN AGAIN, MAYBE THIS PLANT IS ALREADY PROTECTED!

DEEP DOWN, YOU THINK YOU'RE SOME SORT OF WALL-CRAWLING KNIGHT ERRANT--

--CHARGING OFF TO RESCUE A FAIR CITY IN DISTRESS!

BASICALLY, PARKER MY BOY-- YOU'RE A GRADE-A SICKIE!

SHEESH! LOOKS LIKE HIS HONOR THE MAYOR HAS TAKEN PRECAUTIONS AGAINST ANY UNEXPECTED VISITS FROM OUR VIBRO-SHOCKING FRIEND--

--BUT I CAN'T SHAKE THE FEELING THAT'S JUST NOT GOOD ENOUGH!

WHEN *PUSH* COMES TO *SHOVE*, SHOCKIE WILL GET INTO ONE OF THOSE PLANTS--

--*ONE* WAY OR *ANOTHER*--

--AND I'D BETTER BE THERE TO *MEET* HIM!

DIDN'T GET A CHANCE TO PLANT A *SPIDER-TRACER* ON SHOCKIE LAST NIGHT--

--SO MY BEST HOPE OF *FINDING* HIM IS TO CHECK OUT *EVERY* POWER PLANT IN THE AREA--

--AND THIS *QUEENS* PLANT IS THE NEXT *CLOSEST!*

HAVEN'T BEEN TO *THIS* PLACE SINCE I TANGLED WITH *SHANG-CHI* HERE A FEW MONTHS AGO*--

--AND FROM THE LOOKS OF THAT *GUARD* STANDING THERE, THINGS ARE *UNDER CONTROL!*

*IN *GIANT-SIZE SPIDER-MAN* #2. --LEN.

GUESS I'LL HEAD ON UP TO... *HEY! WAITA-MINUTE!*

MY SPIDER-SENSE-- *TINGLING!* SOMETHING VERY *WRONG* HERE!

CRIPES! THAT GUARD ISN'T *STANDING* BY THAT WALL-- HE'S *PINNED* TO IT!

SHOCKIE MUST'VE *CONKED* THE POOR GUY, THEN PROPPED HIM UP TO AVOID ATTRACTING *ATTENTION.*

WHICH MEANS OL' QUILT-FACE IS *ALREADY* SOMEWHERE *INSIDE!*

AND THOUGH I KNOW IT ISN'T *POLITE* TO COME A'VISITING WITHOUT AN *INVITATION--*

--I THINK *EMILY POST* WOULD PROBABLY *FORGIVE* ME IF SHE KNEW MY *REASONS!*

WOW! IT'S AMAZING WHAT YOU CAN BUILD WITH AN ERECTOR SET THESE DAYS!

THE THRUMM OF THE DYNAMOS IN HERE IS SO LOUD, I DOUBT YOU COULD HEAR AN ELEPHANT DROP--

--SO IT ISN'T LIKELY THE SHOCKER WILL HEAR ME SNEAKING UP ON HIM!

ASSUMING I CAN EVEN FIND HIM, THAT IS!

EVERYTHING SEEMS NORMAL IN THE CONTROL ROOM, WHICH MEANS SHOCKIE HASN'T HAD A CHANCE TO DO MUCH DAMAGE YET--

--I HOPE.

UFF LIMITS TO UNAUT

MIGHT AS WELL SLIDE DOWN TO THE LOWER LEVEL AND SEE IF... HEY!

ONE OF THE SECURITY GUARDS-- SPRAWLED ON THE FLOOR-- AND I DON'T THINK IT'S FROM EXHAUSTION!

THERE'S A LUMP BEHIND HIS EAR, BUT HE SHOULD BE OKAY AFTER...

AARRGGHH!!

IT SEEMS YOU'RE A HARD MAN TO KILL, SPIDER-MAN--

--BUT THE SHOCKER WILL KEEP ON TRYING!

ZZAAKK!

CAN'T SAY MUCH FOR YOUR SENSE OF ORIGI-NALITY, SHOCKIE!

YOU PULLED THE EXACT SAME STUNT ON ME LAST NIGHT!

VIBRO-BLASTING ME ACROSS THE FLOOR--

--THEN TRYING TO DRILL ME RIGHT THRU A WALL!

ZZAK!

THE MEANS ARE NOT IMPORTANT, WEB-SLINGER--

--ALL THAT MATTERS IS THE RESULT--

ZZAKK!

--AND THE RESULT OF THIS WILL BE YOUR DEATH!

UUHHNN! THAT'S WHAT I LIKE MOST ABOUT YOU, SHOCKIE--YOU HAVE SUCH A WAY WITH WORDS!

EVER THINK OF WRITING THE GREAT AMERICAN NOVEL?

NO GOOD! I CAN'T TAUNT HIM INTO COMING CLOSE ENOUGH FOR ME TO TAKE HIM--

--AND THOSE VIBRO-BLASTS OF HIS ARE TURNING ME INTO WALL-CRAWLING OATMEAL!

IF I DON'T MAKE MY MOVE SOON-- I'LL NEVER MOVE AGAIN!

WE WOULDN'T WORRY IF WE WERE YOU, SPIDEY-- 'CAUSE HERE COMES THE CAVALRY!

OKAY, MISTER-- PUT UP YOUR HANDS!

MOVE IT, FELLA--OR WE'LL DROP YOU!

OVERZEALOUS *FOOLS!* NO ONE GIVES ORDERS TO *THE SHOCKER!*

HUH? THOSE *GIZMOS* ON HIS FISTS--*BOWLIN'* US OVER--!

WHEW! THOSE SECURITY GUARDS SHOWED UP JUST IN THE PROVERBIAL *NICK*--

--BUT I DON'T THINK SHOCKIE *APPRECIATES* THEIR TIMING!

HIS *VIBRO-BLASTERS* WILL TEAR THOSE GUYS *APART*--

--UNLESS EVERYBODY'S FAVORITE *SAMARITAN-ABOUT-TOWN* LENDS A HAND--AND *FAST!*

THROW AWAY YOUR *GUNS,* YOU OBSTINATE IDIOTS--OR I'LL TURN YOU INTO *PULP!*

NOT A *CHANCE!* I'M GONNA GET A *SHOT* AT YOU--

--IF I CAN ONLY GET MY *FOOTING*-- AGAINST THAT *HURRICANE* YOU'RE CHURNIN' UP!

YOO-*HOO,* SHOCKIE! I'M UP *HERE!*

THWIPP!

I COULDN'T *LEAVE* WITHOUT TELLING YOU HOW I *FEEL* ABOUT YOU!

YOU SEE, I KNOW YOU'RE A *HEEL*--

THAP

THAP

--BUT I'M *STUCK* ON YOU--

--AND IF THAT LINE DOESN'T WIN THE *MOST-ATROCIOUS-PUN-OF-THE-YEAR AWARD*--

--I DON'T KNOW *WHAT* WILL!

WHAT--!? HEY-- *LET GO!*

SORRY, SWEET-UMS--BUT WHAT-EVER GOES *DOWN* MUST GO *UP*-- OR *SOMETHING* LIKE THAT!

FIRST FLOOR-- SUNDRIES-- STATIONARY--*SUPER-VILLAINS!*

I'LL *GET* YOU FOR THIS, WEB-SPINNER!

I SWEAR I'LL GET YOU!

SORRY, CHUCKLES-- BUT YOU'LL HAVE TO *WAIT IN LINE!* IT'S...

BLAM!

HUH? HEY-- *HOLD* IT, FELLA! I'M ON *YOUR* SIDE!

RIGHT. *SURE* YOU ARE, WALL-CRAWLER!

NOW GET THOSE *HANDS* UP--OR MY *NEXT* SHOT WON'T BE A *WARNING!*

NAUGHTY, *NAUGHTY!* DIDN'T YOUR MOMMY EVER TELL YOU NOT TO PLAY WITH *LOADED GUNS?*

HUH?

NOW WHAT SAY WE PUT AWAY THE *WEAPONS* AND TALK THIS OVER?

NO *WAY,* MISTER!

YOU'RE *IN* THIS WITH THAT *SHOCKER* CREEP--AND YOU'RE GONNA *PAY* FOR IT!

UH-UH, BUDDY! YOU WANT ME TO PAY FOR ANY-THING--

--SEND ME AN I.O.U.!

UUNNHH!

TROK!

OH, STOP COMPLAINING! JUST BE THANKFUL THAT CRASH HELMET SAVED YOUR THICK HEAD!

NOW I'D BETTER TIE UP THE SHOCKER BEFORE... HEY!

YOU AIN'T DOIN' NOTHIN', YOU WEB-SLINGING PUNK-- EXCEPT TAKIN' THE FALL!

WHAMM

PUNK, IS IT? YOU KEEP TOSSING AROUND INSULTS LIKE THAT--

CHOK!

--AND I'LL HAVE TO REPORT YOU TO THE SPIDER-ANTI-DEFAMATION LEAGUE!

MY COSTUME'S INNER VIBRATIONS CAN'T FREE ME FROM THE WEBBING CLINGING TO MY HEELS--

ZZAK!

--BUT MY VIBRO-BLASTERS CAN STILL SHATTER THE LEDGE THE WEB IS STUCK TO!

NOW, WALL-CRAWLER-- LET'S SEE HOW YOU FARE AGAINST ME FACE-TO-FACE!

YEAH. RIGHT. TELL YOU WHAT, JUST LET ME FINISH WEBBING UP THE EXCESS BAGGAGE HERE--

THWIP!

--AND THEN I'LL ATTEND TO YOU!!

HUH??

WHY SO SURPRISED, BIG MOUTH? YOU WANTED TO FIGHT ME FACE-TO-FACE--

--SO WHY NOT HAND-TO-HAND?

THEN HAVE IT YOUR WAY, WEB-HEAD!

I DON'T NEED MY VIBRO-POWERS TO DEAL WITH TRASH LIKE YOU!

SAYS HIM! HE DOESN'T BOTHER MENTIONING THAT HIS COSTUME'S BLASTED VIBRATIONS TRIPLE HIS NATURAL STRENGTH!

YIPES! HE'S THROWN ME RIGHT AT ONE OF THE DYNAMOS!

IF I HIT THOSE WHIRLING BLADES-- THERE'LL BE SLICED SPIDER-MAN ALL OVER THE LANDSCAPE!

THWIPP!

LITTLE WEB-SHOOTERS, IF EVER I NEEDED YOU-- I NEED YOU NOW!

MADE IT! BUT I NEVER WANNA CUT ONE THAT CLOSE AGAIN!

I'M GONNA LOOK STUPID WALKING AROUND FOR THE NEXT FEW WEEKS WITH A CREW-CUT!

NOW, EXACTLY WHERE WERE WE, SHOCKIE?

BLAST YOU, WEB-SLINGER--YOU HAVE MORE LIVES THAN A CAT!

YEAH--AND I DON'T DRINK NEARLY AS MUCH MILK AS...

UUNNFF!

THROK!

ENOUGH! I'VE HEARD JUST ABOUT ALL THE INANE BABBLING I WANT TO HEAR!

ALL I WANT TO HEAR NOW IS THE DEATH-RATTLE IN YOUR THROAT!

SUPPLY NO. 10

THRAM

WOULD YOU SETTLE FOR A CHORUS OF "MY OLD KENTUCKY HOME"?

WHAT-!?

THAT DOES IT! I'VE SET MY VIBRO-BLASTERS AT FULL STRENGTH!

ONCE I PRESS THE THUMB-TRIGGERS, I'LL...

RIGHT-- YOUR THUMB-TRIGGERS! I'VE ALWAYS WONDERED ABOUT THOSE THINGS!

HUH?

LIKE WHAT WOULD *HAPPEN* IF YOU *COULDN'T* TURN THEM *OFF!*

HOW'S *ABOUT* IT, SHOCKIE?

CHUDD!

EXACTLY WHAT *DOES* HAPPEN?

WHUDD!

NO! YOU BLASTED *IDIOT*-- I CAN'T CONTROL THE *RECOIL*--!

THE FORCE OF THE *VIBRO-BLASTS* AGAINST THE WALLS IS *RICOCHETING* ME AROUND THE ROOM--

THAMM!

BRODD!

--AND I CAN'T DO ANYTHING TO *STOP* MYSELF!

I'M GOING TO... *UUNNHH!*

CRAKK

SONUVAGUN. SO *THAT'S* WHAT HAPPENS.

SHOCKIE IS *SLEEPING* LIKE A LITTLE QUILTED *BIRDIE*-- AND HIS *SHOCK-UNITS* HAVE BURNED THEM-SELVES *OUT!*

MIGHT AS WELL TIE HIM UP IN A NEAT LITTLE *PACKAGE*-- AND CALL IN THE *POLICE!*

AND AFTER THE PROPER CALLS HAVE BEEN MADE...

THE NOTE SAYS, "*COMPLIMENTS OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!*"

GUESS THAT'S *ANOTHER* ONE WE OWE HIM!

WELL, DON'T *SWEAT* IT, FELLA. I'LL SEND YOU MY *BILL!*

NEXT ISSUE: *THE MOST OFFBEAT SPIDEY SHOCKER OF THE YEAR...* **THE LONGEST HUNDRED YARDS!**

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

A FOOTBALL FIELD BECOMES A RAGING BATTLEGROUND-- AS SPIDEY FIGHTS TO SAVE AN INNOCENT CHILD!

THE DEADLIEST HUNDRED YARDS!

KILL HIM! THE WEBSLINGER MUST NOT ESCAPE ALIVE!

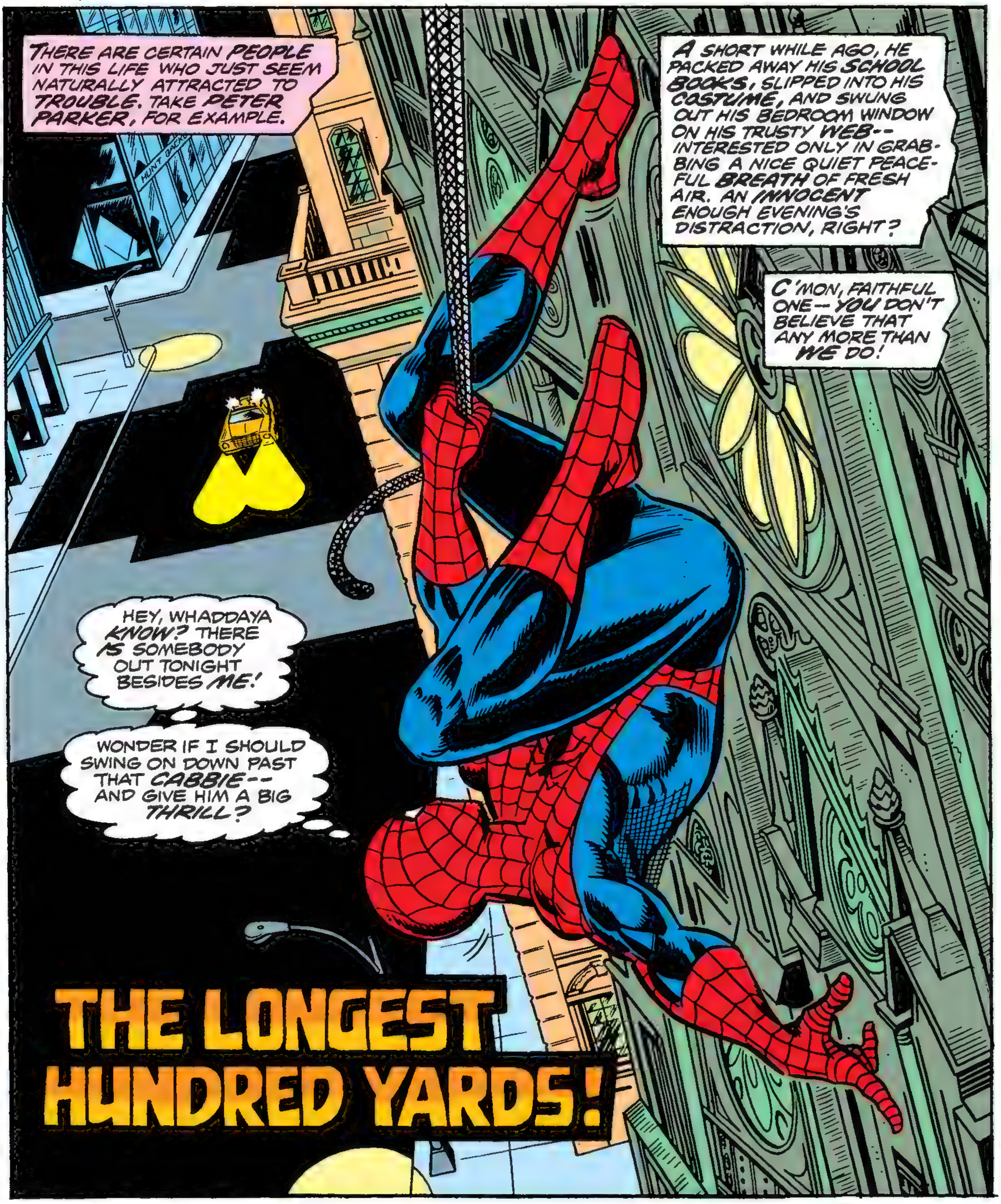
YDS TO GO

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JV190

LEN WEIN WRITER/EDITOR . ROSS ANDRU ARTIST . MIKE ESPOSITO INKER . GLYNIS OLIVER WEIN COLORIST . JOHN COSTANZA LETTERER


THERE ARE CERTAIN PEOPLE IN THIS LIFE WHO JUST SEEM NATURALLY ATTRACTED TO TROUBLE. TAKE PETER PARKER, FOR EXAMPLE.
A SHORT WHILE AGO, HE PACKED AWAY HIS SCHOOL BOOKS, SLIPPED INTO HIS COSTUME, AND SWUNG OUT HIS BEDROOM WINDOW ON HIS TRUSTY WEB-- INTERESTED ONLY IN GRABBING A NICE QUIET PEACEFUL BREATH OF FRESH AIR. AN INNOCENT ENOUGH EVENING'S DISTRACTION, RIGHT?
C'MON, FAITHFUL ONE-- YOU DON'T BELIEVE THAT ANY MORE THAN WE DO!
HEY, WHADDAYA KNOW? THERE IS SOMEBODY OUT TONIGHT BESIDES ME!
WONDER IF I SHOULD SWING ON DOWN PAST THAT CABBIE-- AND GIVE HIM A BIG THRILL?
THE LONGEST HUNDRED YARDS!

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NO, MAYBE I'D BETTER *NOT!* WITH THAT RASH OF *TAXI ROBBERIES* LATELY, THE CABBIE'S LIABLE TO *CLOBBER* ME IF I...*HEY!?!*

MY *SPIDER-SENSE*...IT'S SUDDENLY STARTED *TINGLING!*

"*AND THERE'S THE REASON!*

OFF DUTY

"*THE CAB'S ROOF-LIGHT... BLINKING ON AND OFF...*

"...*THREE SHORT... THREE LONG... THREE SHORT...*"

IF I REMEMBER MY BOY SCOUT TRAINING IN *MORSE CODE*-- THAT SPELLS *SOS*--

--THE INTER-NATIONAL SIGNAL FOR *DISTRESS!*

THAT CABBIE'S IN *TROUBLE*--

--AND IT LOOKS LIKE IT'S UP TO EVERYBODY'S FAVORITE *WALL-CRAWLER* TO GET HIM OUT OF IT!

OH *BOY*--HE'S IN *HOT WATER* ALRIGHT! I CAN SEE TWO *GUYS* IN THE CAB'S BACK SEAT--

--AND ONE OF 'EM HAS A *GUN* TO THE DRIVER'S *HEAD!*

I'VE GOTTA TAKE OUT THOSE TWO *CAB-JACKERS* BEFORE THEY CAN TAKE OUT THE *DRIVER*--

--WHICH MEANS I *CAN'T* LET THAT CAB GET *PAST* ME!

SO FAR, SO *GOOD!* THE CABBIE SWERVED TO *AVOID* ME-- JUST AS I *FIGURED* HE WOULD!

NOW AN ARTFUL LITTLE *CARTWHEEL* TO MAKE HIM SWERVE THE OTHER WAY--

--A TOUCH OF *SPIDEY-ENGLISH* TO SET THE CAB INTO A WELL-AIMED *SKID*--

--AND *BINGO!* THE LITTLE YELLOW TAXI DROPS RIGHT INTO THE *SIDE POCKET!*

MINNESOTA FATS-- EAT YOUR *HEART* OUT!

OKAY, FELLAS--LAST STOP, EVERYBODY OUT! THE JOYRIDE'S OVER!

YOUR NEXT FREE RIDE'LL BE IN A POLICE PATROL CAR!

THAT'S WHAT YOU THINK, WEBHEAD! THEY CATCH US AFTER ALL THE CAB JOBS WE PULLED, THEY'LL THROW AWAY THE KEY!

BACK OFF--OR WE'LL HAFTA TOTAL YA!

WELL, IF THAT'S THE WAY YOU'RE GONNA BE ABOUT IT--

--I'M JUST GONNA HAVE TO COME IN AFTER YOU!

OFF DUTY

PLOW!

NIGHTY-NIGHT, BOYS! GIVE MY REGARDS TO THE JUDGE WHEN YOU WAKE UP!

HEY, SPIDAH-MAN--WAIT! WHAT ABOUT MY CAB?

OFF DUTY

CAB CO.

YA TORE THE DOORS OFF AN' EVERYTHIN'!

BUT I SAVED YOUR LIFE DIDN'T I? WHAT MORE DO YOU WANT?

AH, NEVER MIND!

YOU WANT YOUR DOORS BACK ON--

--I'LL PUT 'EM ON!

JUST HAVE TO APPLY A LITTLE SPIDER-STRENGTH HERE AND THERE--

--AND SHE'LL LOOK LIKE SHE JUST LEFT THE SHOWROOM!

THERE YOU GO! HOW'S THAT FOR A REPAIR JOB?

NOW ALL I HAVE TO DO IS CLOSE YOUR TRUNK--

--AND YOUR CAB'LL BE AS GOOD AS--

--NEW!

OOPS.

CLUNK

SLAM

CLUNK

OH--NO! WHADDAYA DOIN' TO ME?

HEY, WHERE YA GOIN'? WHO'S GONNA FIX MY BLASTED CAB?

WHY DON'T YOU CALL YOUR INSURANCE MAN?

HE COULD PROBABLY USE A GOOD LAUGH!

CUT: TO THE CAMPUS OF EMPIRE STATE UNIVERSITY, EARLY THE FOLLOWING NOON...

ACCORDING TO THE MORNING NEWS, THE COPS CHARGED THOSE TWO GUYS WITH ENOUGH TO PUT 'EM AWAY UNTIL HAWAII FREEZES OVER.

WHICH MEANS I DID MY PUBLIC A GREAT SERVICE AND HAD A FEW CHUCKLES IN THE PROCESS.

YEP, LIFE WOULD BE JUST SPIFFY... IF I COULD GET A CERTAIN MARY JANE WATSON TO TALK TO ME!

BUS STOP

NOT THAT I REALLY BLAME THE LADY, MIND YOU. I JUST WISH SHE'D GIVE ME A CHANCE TO APOLOGIZE FOR... HEY!

WELL, SPEAK OF THE DEVIL--! THERE'S MJ NOW-- BUYING ICE CREAM WITH FLASH THOMPSON AND HARRY OSBORN!

THIS TIME I'M GONNA MAKE HER LISTEN TO ME IF I HAVE TO NAIL HER TO THE STREET!

GREETINGS, GANG. HOW GOES IT?

GOOD TIMES ICE CREAM

HOW'RE YOU, OL' BUDDY?

PRETTY GOOD, PETE, STILL HANGIN' IN THERE.

THAT ALL DEPENDS ON MARY JANE, HARRY. YOU GUYS MIND IF I TALK TO HER FOR A MINUTE?

NOT AT ALL, PETE. GO RIGHT AHEAD.

HUMPH! IF YOU WANT TO TALK TO MARY JANE, MR. PARKER--WHY DON'T YOU ASK MARY JANE?

NOT THAT LITTLE MARY JANE COUNTS FOR ANYTHING, OF COURSE.

NO, LITTLE MARY JANE IS JUST SOMETHING TO BE BROUGHT TO PARTIES AND IGNORED WHILE YOU GO GALAVANTING AROUND TOWN SNAPPING YOUR PRECIOUS 8X10 GLOSSIES!

AFTER WHAT YOU DID, PETER PARKER--I'D HAVE TO BE OUT OF MY MIND TO LET YOU TALK TO ME!

OKAY--SO I'M OUT OF MY MIND!

YOU MAY TALK TO ME, MR. PARKER-- BUT YOU'D BETTER MAKE IT FAST!

DON'T WORRY, MS. WATSON --I WON'T TAKE ANY MORE TIME THAN I HAVE TO.

ER, HARRY?

C'MON, HARRY. I THINK PETE AN' MARY JANE WOULD LIKE TO BE LEFT ALONE.

I'M SORRY YOU'RE SO ANNOYED, MJ-- BUT I PROMISE YOU WON'T REGRET LISTENING TO ME.

LOOK, SPARE ME THE SMALL TALK, MR. PARKER. JUST SAY WHAT YOU HAVE TO SAY-- AND GET OFF MY BACK!

HUH? OH. SURE! G'BYE, GUYS.

C'MON, MARY JANE--YOU'RE NOT EVEN GIVING ME A CHANCE!

REALLY?

TOUGH!

TOUGH?

THAT SURE DOESN'T SOUND LIKE THE MARY JANE WATSON WHO DECLARED ALLOUT WAR WHEN SHE THOUGHT SHE WAS LOSING ME TO GWEN STACY!*

SO MAY-BE SINCE THEN I REALIZED YOU JUST WEREN'T WORTH FIGHTING FOR.

* BACK IN SPIDEY #146. --LEN.

WELL, IF THAT'S THE WAY YOU FEEL ABOUT IT, Ms. WATSON-- THEN MAYBE YOU'RE RIGHT!

MAYBE WE SHOULD JUST FORGET THE WHOLE THING!

I'VE ALREADY TAKEN TOO MANY LUMPS TO KEEP BANGING MY HEAD AGAINST ANOTHER BRICK WALL!

GOOD-BYE, MARY JANE. MAYBE I'LL SEE YOU IN THE FUNNY PAPERS!

P-PETER?

YEAH?

PETER,,,DON'T GO.

WHY NOT? I DON'T HAVE ANY REASON TO STAY.

PETER,,, I LIED.

LIED?

UH-HUH.

ABOUT WHAT?

ABOUT YOU.

YOU ARE WORTH FIGHTING FOR.

WANT A LICK?

MARY JANE WATSON,,, YOU DRIVE ME CRAZY!

WELL, TIGER--NOW THAT WE'RE ON *SPEAKING TERMS* AGAIN, WHAT DO YOU WANNA *TALK* ABOUT?

GEE, *I* DON'T KNOW. D'YA THINK THE RAIN'LL GET THE *RHUBARB* WET?

MR. PARKER, YOU HAVE A POSITIVE *GIFT* FOR *GAB.*

HOWDY, PETE,.. MARY JANE. WOULD *THREE* BE A *CROWD?*

HEY, NED. WHAT BRINGS THE BLUSHING *GROOM-TO-BE* WAY OUT HERE SO NEAR THE *WEDDING?*

UNFORTU-NATELY, *MJ*-- THE GROOM-TO-BE IS STILL A *REPORTER.*

EVER HEAR OF *BRADLEY BOLTON?* HE WAS A *B.M.O.C.* SOME YEARS BACK--A *FOOT-BALL STAR* OR SOMETHING.

WELL, NOW HE'S A BIGSHOT *COMPUTER WIZARD,* VISITING *E.S.U.* FOR A *HOME-COMING*--AND J. JONAH JAMESON'S SENT ME TO *INTER-VIEW* HIM.

SO YOU THOUGHT YOU'D BRING ALONG THAT JUNIOR GENIUS *ME* TO HELP BREAK THE ICE, HUH?

PROBLEM IS, I KNOW *ZILCH* ABOUT COMPU-TERS, SO...

"WELL, YOU'RE *LUCKY,* NED. IT SO HAPPENS I *HAVE* HEARD OF BOLTON --AND I'D LOVE TO *MEET* HIM"

"PETE, YOU'RE A *LIFESAVER.* C'MON-- BOLTON SAID HE'D MEET ME OVER AT THE *STADIUM.*"

MAYBE THIS *WASN'T* SUCH A GOOD IDEA AFTER ALL.

I'D FORGOTTEN HOW *LONELY* THIS PLACE COULD BE WHEN IT'S *EMPTY*--AS LONELY AS A *GRAVEYARD.*

AND THAT'S WHAT IT IS, ALRIGHT-- A GRAVEYARD OF LOST *MEMORIES.*

DR. *BOLTON?* HOPE WE HAVEN'T KEPT YOU *WAITING* LONG.

WHO--?

I'M *NED LEEDS* OF THE DAILY BUGLE, SIR. THIS IS MY FRIEND *PETER PARKER.* HE'S--ER-- A FAN OF YOURS.

A PLEASURE TO *MEET* YOU, SIR. I REALLY ENJOYED YOUR TREATISE ON *INTERMOLECULAR COMPUTER SYNAPSES.*

SO *YOU'RE* THE ONE WHO READ THAT *THING.*

MR. PARKER, I'D LIKE TO SHAKE YOUR *HAND.*

AND WITH THAT, THE INTERVIEW IS OFF TO A ROLLICKING START...

YOU KNOW, IT SEEMS IRONIC-- US STANDING HERE DISCUSSING MY SCIENTIFIC ACHIEVEMENTS.

US STANDING HERE OF ALL PLACES!

IF IT WASN'T FOR A CERTAIN SATURDAY AFTERNOON IN THIS STADIUM, I MIGHT NEVER HAVE GONE INTO COMPUTERS AT ALL.

I CAME THAT CLOSE TO COMMITTING MY LIFE TO AN ENTIRELY DIFFERENT CAREER.

WHAT SORT OF CAREER, DOCTOR?

BELIEVE IT OR NOT, "BOOM-BOOM" BOLTON WAS THE BEST DARN QUARTER-BACK THIS CAMPUS EVER SAW.

OF COURSE, THIS STADIUM WASN'T QUITE SO FANCY THEN--THE GOAL-POSTS STILL LOOKED LIKE GOALPOSTS, NOT OP-ART DESIGNS--

--BUT IT MADE NO DIFFERENCE TO ME! DESPITE MY PROCLIVITY FOR ELECTRONICS, ALL I CARED ABOUT WAS PLAYING FOOTBALL!

AT LEAST I DID UNTIL THAT LOUSY SATURDAY!

IT WAS THE FINAL GAME OF THE SEASON--EMPIRE STATE PLAYING METRO U. FOR THE LEAGUE CHAMPIONSHIP.

THE SCORE WAS TIED GOING INTO THE LAST TWO MINUTES OF THE FINAL QUARTER --BUT I WAS DETERMINED TO BREAK THAT TIE--

--ONE WAY OR ANOTHER!

WE WERE ON OUR ONE YARD LINE WHEN GRABOWSKY SNAPPED THE BALL TO ME--

--AND I TOOK OFF LIKE A SHOT!

A HUNDRED YARDS AWAY, MY GOAL BECKONED TO ME WITH OPEN ARMS!

"ALL I HAD TO DO WAS GET PAST THE METRO DEFENSIVE LINE--AND THE CHAMPIONSHIP WAS OURS!

"SURE. THAT WAS ALL I HAD TO DO.

"BUT WHY NOT? AFTER ALL, IT WAS ONLY A HUNRED YARDS-- JUST A HUNDRED LOUSY YARDS!

"I COULD GO THAT DISTANCE IN MY SLEEP.

"SO I SPRINTED FORWARD, CLEATS TEARING INTO THE TURF, GIVING IT EVERYTHING I HAD--

"--LIKE MY LIFE DEPENDED ON IT!

"ONLY NINETY YARDS TO GO!

"THE OPPOSITION RAINED AROUND ME LIKE MACHINE-GUN FIRE.

"I LUNGED ASIDE, THEN CHARGED AHEAD!

"ONLY SEVENTY-FIVE YARDS TO GO!

"I RAN, LEGS PUMPING, HEART POUNDING, LUNGS PULLING BREATH AFTER RAGGED BREATH!

"I SAW NOTHING BUT THOSE GOAL-POSTS RISING LIKE OUTSTRETCHED ARMS BEFORE ME. I NEVER TOOK MY EYES OFF THAT GOAL!

"ON THE FIFTY-YARD LINE, THEY HIT ME-- HARD! MY INSIDES FELT LIKE THEY WERE AFIRE--

"--BUT STILL I KEPT ON GOING!

"I HAD TOO MUCH AT STAKE TO BE TAKEN OUT NOW!

"IN ALL THE WORLD, THERE WAS ONLY ME --THAT BALL-- AND THE GOAL LINE JUST AHEAD!

"NOTHING WAS GOING TO STOP ME!

"I CRADLED THAT PIGSKIN LIKE A BABY, LIKE IT WAS FLESH OF MY FLESH. IT WAS THAT IMPORTANT TO ME.

"AND EVEN WHEN THEIR LAST DEFENDERS TACKLED ME, EVEN WHEN THEY FINALLY BROUGHT ME DOWN, I WOULDN'T LET GO OF THAT BALL.

"I COULDN'T LET GO OF IT.

"THEY FINALLY HAD TO PRY IT FROM MY FINGERS!"

THIS CLOSE, FELLAS.

I CAME THIS CLOSE!

ONE MISERABLE FOOT FROM THE GOAL LINE.

WE FUMBLED ON THE NEXT PLAY AND METRO TOOK POSSESSION-- CARRIED THE BALL ALL THE WAY BACK FOR A TOUCHDOWN.

TO THIS DAY, I DON'T THINK WE REALLY TRIED THAT HARD TO STOP THEM!

WHEN I FAILED TO SCORE, I SHATTERED THE SPIRIT OF THE ENTIRE TEAM!

THAT'S WHEN I GAVE UP FOOT-BALL, FELLAS.

NOT THAT COMPUTER TECHNOLOGY DOESN'T HAVE ITS GOOD POINTS, OF COURSE.

I MET MY WIFE WHILE WORKING FOR STARK INTERNATIONAL.

THESE DAYS, ELLEN AND OUR DAUGHTER MINDY ARE ALL THE ROOTING SECTION I NEED!

IN THEIR EYES, I'M STILL ALL-- COLLEGIATE CHAMP!

THEY'RE BEAUTI-FUL, SIR. YOU MUST BE VERY PROUD OF...

'SCUSE ME, MISTER --YOUR NAME BOLTON? FELLA OVER AT THE CLUBHOUSE ASKED ME TO GIVE YOU THIS MESSAGE.

MESSAGE? FOR ME?

DR. BOLTON, YOU LOOK STUNNED! IS ANYTHING WRONG?

HUH? OH-- ER-- NO PARKER.

IT JUST--AH-- SEEMS I'VE FORGOTTEN ANOTHER--ER-- APPOINTMENT!

LOOKS LIKE WE'LL HAVE TO FINISH THIS INTERVIEW SOME OTHER TIME, LEEDS.

PERHAPS AT THE HOME-COMING DANCE THIS EVENING?

SURE, DOC. SEE YOU THERE.

YEAH... SEE YOU.

FUNNY-- HE SEEMS LIKE A COMPLETELY DIFFERENT MAN SINCE READING THAT NOTE. WONDER WHAT IT SAID?

FOR THE ANSWER TO THAT, PETER--WE'LL HAVE TO CUT TO THE PARK A SHORT WHILE LATER...

GOOD AFTERNOON, DR. BOLTON. YOU MAY CALL ME--PAINE!

SO--YOU'RE THE ANIMAL WHO SENT ME THAT NOTE!

TSK-TSK, DOCTOR--SUCH LANGUAGE. COME SIT DOWN--HELP ME FEED MY FEATHERED FRIENDS--AND WE'LL TALK.

I DON'T WANT YOUR COMPANY, PAINE--I JUST WANT MY DAUGHTER MINDY!

AND YOU SHALL HAVE HER, DOCTOR--

--JUST AS SOON AS YOU PERFORM A LITTLE-ER--SERVICE FOR MY EMPLOYER!

WHAT SORT OF "SERVICE"?

A MOST SIMPLE ONE, DOCTOR--I ASSURE YOU. YOU HAVE SOMETHING MY EMPLOYER WANTS--

--THE FINAL COMPONENT OF THE COMPUTER YOU CONSTRUCTED WITH DR. ARMSTRONG SMITH TO CATALOGUE ALL WORLD-WIDE HABITUAL OFFENDERS!*

*AS SEEN IN RECENT ISSUES OF DAREDEVIL, RIGHT?--LEN.

LATER THIS EVENING, MY EMPLOYER WOULD LIKE YOU TO TURN THAT COMPUTER PART OVER TO US--

--AND AS SOON AS IT'S IN OUR POSSESSION.

--WE'LL RETURN YOUR DARLING DAUGHTER--

--ALIVE AND UNHARMED.

KIDNAPPING IS STILL A CAPITAL OFFENSE IN THIS COUNTRY, PAINE! WHAT'S TO STOP ME FROM GOING TO THE POLICE?

YOUR COMMON SENSE, NATURALLY.

UNTIL YOU DELIVER THAT MECHANISM, YOUR PRECIOUS DAUGHTER'S LIFE IS IN OUR HANDS--

--AND I'M CERTAIN YOU UNDERSTAND WHAT THAT MEANS!

GET MY POINT?

NOT ALL THAT MANY PEOPLE **ATTEND** HOMECOMING ANYMORE. SOME EMPIRE STATE GRADS HAVE **PRIOR COMMITMENTS** EVERY YEAR; SOME ALWAYS FORGET; AND OTHERS JUST DON'T THINK IT'S WORTH THE **EFFORT.**

SO THE HOMECOMING **DANCE** THAT'S HELD EACH YEAR REALLY TURNS OUT TO BE MOSTLY FOR E.S.U.'S **CURRENT** STUDENT BODY--

--AND FRANKLY, THEY DON'T **MIND** AT ALL.

HEY, TIGER-- YOU'RE **LATE.**

SORRY, MJ. ER-- MIND IF I **CUT IN?**

NOT A **BIT,** PETEY. C'MON-- LET START THIS JOINT **SHAKIN'!**

LATER, LADY. I'VE GOT TO TALK TO **NED** FIRST.

I MUST NOT BE **HEARING** RIGHT, TIGER. I COULD **SWEAR** YOU SAID...

I WANT TO TALK TO **NED.** UH-HUH!

WELL!

I HOPE THE **TWO** OF YOU WILL BE VERY **HAPPY** TOGETHER!

OUCH. BACK IN THE **DOGHOUSE** AGAIN! I HOPE MY HUNCH IS **WORTH** IT.

NED, HAVE YOU SPOKEN TO **DR. BOLTON** YET?

TRIED TO, PETE-- BUT HE SEEMED COMPLETELY **PREOCCUPIED**-- REALLY **NERVOUS** ABOUT SOMETHING--

--AND HIS **WIFE** LOOKS DOWNRIGHT **WORRIED!**

SO I **NOTICED.** THERE'S SOMETHING DEFINITELY **BOTHER-ING** HIM, NED-- AND I WISH I KNEW **WHAT.**

BOLTON'S A NICE GUY. IF I COULD, I'D LIKE TO **HELP** HIM.

HERE, HONEY-- DRINK THIS. YOU'LL **FEEL** BETTER. NOW, PLEASE-- STOP **DESTROYING** YOURSELF.

I'LL BRING MINDY BACK **SAFELY.** I **SWEAR** I WILL!

WELL, **WHATEVER** THEIR PROBLEM IS, PETE-- IT'S **THEIR** BUSINESS. WE CAN'T HELP UNLESS HE **ASKS** US TO.

RIGHT NOW, YOU'D BETTER GET BACK TO **MARY JANE--** OR **ELSE!**

YEAH, I SUPPOSE YOU'RE **RIGHT.** BUT STILL...

OH NEVER MIND.

WANNA BURY THE HATCHET, RED?

I'D LOVE TO, MR. PARKER-- RIGHT IN YOUR THICK HEAD!

AW, C'MON, MARY JANE-- YOU'RE NOT GONNA OPEN THE GREAT DIVIDE AGAIN, ARE YOU?

WELLL-- I GUESS NOT.

SO LONG AS YOU PAY ME BACK THAT DANCE YOU OWE ME-- LIKE NOW!

"KUNG FU FIGHTING" IS OUR SONG?

AFTER ALL, TIGER--THIS IS OUR SONG.

IT'S TIME, HONEY. I'VE GOT TO GO. I'M DUE TO MEET PAINE AT THE STADIUM IN TEN MINUTES.

AND DON'T WORRY. THIS IS ONE END-ZONE PLAY OLD "BOOM-BOOM" ISN'T GOING TO FUMBLE.

UHOH. BOLTON IS LEAVING--

--AND IF HE ISN'T HEADING FOR TROUBLE, THEN MY SPIDER-SENSE IS GIVING ME THE CRAWLING UGLIES FOR NOTHING.

YOU KNOW, PETEY-- DANCING CLOSE LIKE THIS, IT FEELS LIKE WE'RE THE ONLY TWO PEOPLE IN THE WORLD.

DOESN'T IT?

GOTTA FIGURE OUT A WAY TO FOLLOW HIM BEFORE IT'S TOO LATE--

--BUT MARY JANE IS STICKING TO ME LIKE A SUNBURN.

WELL, YOU'RE SUPPOSED TO BE A BIG BRAIN, PARKER-- SO THINK OF SOME-THING BEFORE...

BINGO! FOR ONCE THE FATES ARE KIND.

HARRY OSBORN'S LOOKING THIS WAY... NOW HE'S SMILING...

PETE, ARE YOU LISTENING TO ME?

COME ON, HARRY-- SAY THE MAGIC WORDS.

"HI, GUYS. MIND IF I CUT IN?"

HI, GUYS. MIND IF I CUT IN?

SURE, HARR. GO *AHEAD.*

HUH?

MR. OSBORN, I COULD *KISS* YOU.

BE RIGHT *BACK*, MJ. I'LL GO GET US SOME *PUNCH.*

PUNCH?

I'LL "*PUNCH*" *YOU*, PARKER!

JUST WAIT'LL I GET MY *HANDS* ON YOU, YOU... YOU...

THE LADY IS STILL SEARCHING FOR THE PROPER EPITHET EVEN AS HER ERST-WHILE ESCORT DE-CENDS INTO THE SHADOWY BOWELS OF THE GYM...

MJ'LL PROBABLY *NEVER* SPEAK TO ME AGAIN AFTER *THAT* STUNT-- BUT I HAD NO *CHOICE.*

I'VE *GOT* TO FIND *DOC BOLTON* BEFORE...

HEY, THERE HE *IS*-- TAKING *SOMETHING* OUT OF THAT *LOCKER.*

NOW HE'S SNEAKING AWAY-- LIKE HE WAS AFRAID SOMEBODY MIGHT *SEE* HIM!

THERE'S SOMETHING *SHADY* GOING ON AROUND HERE, ALRIGHT--

--AND I THINK IT'S TIME YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* FOUND OUT EXACTLY *WHAT!*

BUT EVEN AS OUR HARRIED HERO SHEDS HIS CLOTHES, DR. BRADLEY "BOOM-BOOM" BOLTON LEAVES THE GAILY-DRAPED GYM-NASIUM FAR BEHIND...

IT'S AMAZING HOW MUCH *GRIEF* I'VE KNOWN ON THIS ONE *BALL-FIELD* IN MY LIFETIME.

PLEASE, LORD-- *THIS* TIME LET ME DO THINGS *RIGHT.*

MY DAUGH-TER'S LIFE *DEPENDS* ON IT!

GOOD EVENING, DR. BOLTON.

ALL RIGHT, PAINE-- I'VE BROUGHT WHAT YOU *WANT.*

NOW LET MY LITTLE GIRL *GO!*

IF YOU'D BE SO KIND AS TO *MEET* MY MAN ON THE FIFTY-YARD LINE SO HE CAN *EXAMINE* IT...?

FIRST, DOCTOR-- I'D LIKE TO MAKE CERTAIN YOU BROUGHT THE PROPER-- ER--*MERCHANDISE* WITH YOU.

50

YEAH, DIS LOOKS LIKE DA *GIZMO*, ALL RIGHT, CHIEF.

OF *COURSE* IT IS! DID YOU THINK I'D PLAY *GAMES* WITH MY DAUGHTER'S *LIFE*?

WHO KNOWS, BUB? *SOME* GUYS THINK THEY'RE *HEROES!*

NOW GET BACK TO *YER* END OF THE FIELD.

A *HERO*? NOT *ME*, FELLA.

I HAD *MY* CHANCE TO PLAY HERO A LONG TIME AGO--

--AND I *BLEW* IT!

OKAY, PAINE-- YOU'VE *GOT* WHAT YOU CAME FOR.

NOW *RELEASE* MY LITTLE GIRL!

SORRY, DOCTOR--BUT I'VE DECIDED TO *KEEP* THE CHILD FOR A WHILE!

LET'S JUST CALL IT A LITTLE *INSURANCE* AGAINST YOUR GOING TO THE *POLICE*!

HA HA HA

DADDY? *HELP* ME, DADDY-- *PLEASE!*

PLEASE DON'T LET THIS *BAD MAN* TAKE ME *AWAY!*

EVERY MAN HAS A BREAKING POINT.

DOCTOR BRADLEY BOLTON HAS JUST REACHED HIS!

NOOOOO!!

ANIMAL! LET GO OF *MINDY*-- OR I'LL *KILL* YOU!

I'LL *KILL* YOU!!

TSK-TSK-- AND I'D SO HOPED TO AVOID *UNPLEASANTNESS.*

OH, WELL.

"*WASTE* HIM, BOYS!"

BHUD-UD-UD-AH

IT'S ONLY A HUNDRED YARDS-- JUST A HUNDRED LOUSY YARDS.

ONCE, BRADLEY BOLTON COULD GO THAT DISTANCE IN HIS SLEEP.

HE SPRINTS FORWARD, LEATHER HEELS DIGGING INTO THE TURF, GIVING IT EVERYTHING HE HAS--

--BECAUSE HIS LIFE DEPENDS ON IT!

ONLY NINETY YARDS TO GO!

MACHINE-GUN FIRE RAINS AROUND HIM AS ONCE THE OPPOSITION HAD.

HE LUNGES ASIDE, THEN CHARGES AHEAD!

ONLY SEVENTY-FIVE YARDS TO GO!

HE RUNS, LEGS PUMPING, HEART POUNDING, LUNGS PULLING BREATH AFTER RAGGED BREATH!

HE SEES NOTHING BUT HIS DAUGHTER CRYING, ARMS OUTSTRETCHED BEFORE HER. HE NEVER TAKES HIS EYES OFF THAT GOAL!

ON THE FIFTY-YARD LINE, THEY HIT HIM-- HARD! HIS INSIDES FEEL LIKE THEY ARE AFIRE--

--BUT STILL HE KEEPS ON GOING!

HE HAS TOO MUCH AT STAKE TO BE TAKEN OUT NOW!

IN ALL THE WORLD, THERE IS ONLY HIM--AND PAINE--AND HIS DAUGHTER JUST AHEAD!

NOTHING IS GOING TO STOP HIM!

HE CRADLES LITTLE MINDY LIKE A BABY, EMBRACING THE FLESH OF HIS FLESH. THERE IS NOTHING MORE IMPORTANT TO HIM.

AND EVEN WHEN HE SUCCUMBS TO THE MACHINE-GUN SLUGS, EVEN WHEN THEY FINALLY BRING HIM DOWN, HE WILL NOT LET GO OF HER.

HE CANNOT LET GO OF HER.

THEY WILL HAVE TO PRY HER FROM HIS FINGERS!

I'M TOO LATE!

CHUDD!

HHUUNNFF!!

I WAS LOOKING FOR BOLTON ON THE OTHER SIDE OF THE CAMPUS WHEN I HEARD THE SHOTS!

--PROVIDED THEY MANAGE TO LIVE THAT LONG!

WELL, I MAY NOT HAVE BEEN IN TIME TO SAVE BOLTON--

--BUT THERE'S STILL PLENTY OF TIME--

--TO AVENGE HIM!

WAK!

CHUD-UD-AH!

CHOK!

IT'S THE LEAST I CAN DO--AND, MAN, AM I GONNA ENJOY IT!

OOOPS.

BHUD-UD UD-AH

FOR HEAVEN'S SAKE--HE'S ONLY ONE MAN! CUT HIM DOWN, YOU FOOL!

I'M TRYIN', CHIEF--BUT THIS FREAK JUMPS AROUND LIKE A BLASTED JACK-RABBIT!

I CAN'T GET A BEAD ON HIM!

THAT'S EXACTLY THE *IDEA*, CHUCKLES!

WOK!

UUNNGH!

I KNEW THOSE *BALLET LESSONS* I TOOK FROM NUREYEV WOULD COME IN *HANDY* SOMEDAY.

HE--HE FINISHED OFF AN ENTIRE *SQUAD* OF FULLY-ARMED MEN IN LESS THAN A *MINUTE!*

BUT HE WON'T LIVE LONG ENOUGH TO TAKE *ME!*

YOUR TURN, BOZO.

YOU GOING TO COME ALONG *QUIETLY*-- OR IN *PIECES*?

NEITHER, WEBHEAD! I'M JUST GOING TO *BLOW YOU AWAY!*

JOKER, YOU COULDN'T BLOW AWAY THE *CANDLES* ON A *BIRTH-DAY CAKE!*

M-MY *GUN*-- SNATCHED *AWAY* BY SPIDER-MAN'S *WEBBING*--!?

WANT TO *GIVE UP* NOW?

NO! Y-YOU'RE NOT *HUMAN!*

GOT TO GET *OUT* OF HERE!

NOT A *CHANCE*, BUSTER! YOU'RE NOT GOING ANY-PLACE UNTIL I'M *THRU* WITH YOU!

YOU *KILLED* A MAN TONIGHT-- A *GOOD* MAN--A *FAMILY* MAN--A MAN WHO HAD *MUCH* TO OFFER THE WORLD!

YOU *KILLED* A MAN--AND NOW YOU'RE GOING TO *PAY* FOR IT!

P-P-PLEASE-- DON'T *HURT* ME-- DON'T *HIT* ME!

I-I'LL DO *ANYTHING* YOU WANT-- *GIVE* YOU ANYTHING YOU WANT!

ONLY *PLEASE*-- DON'T *HURT* ME!

DON'T WORRY, LITTLE MAN--I WON'T *HIT* YOU! YOU'RE NOT WORTH THE *BOTHER*.

YOU'RE JUST NOT *WORTH* THE...

THE HELL YOU'RE NOT!!

KA-POW!

HEY--BOLTON'S STILL *ALIVE!*

TAKE IT *EASY*, DOC. I'LL GET AN *AMBULANCE* HERE AS SOON AS...

NO! IT'S TOO LATE FOR THAT. I DON'T *CARE* ABOUT *ME*...

...ONLY MY LITTLE *GIRL!*

IS MINDY *SAFE?* DID I MAKE IT IN TIME?

SO FAR TO *RUN*... THIS TIME DID I *MAKE* IT...?

YEAH, DOC. YOU *MADE* IT-- THE WHOLE *HUNDRED* YARDS.

TOUCHDOWN.

NEXT ISSUE: THE *SANDMAN* ALWAYS STRIKES TWICE!

BE HERE!

SPIDER-MAN

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the AMAZING SPIDER-MAN®

THIS TIME, WEBHEAD--I'M GONNA *PLASTER* YA TO THE *WALL!*

AND HE HAS THE POWER TO *DO* IT! HOW CAN I *BEAT* THE GUY... WHEN MY *WEBBING* GOES RIGHT *THRU* HIM?

THE *SANDMAN* ALWAYS STRIKES *TWICE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

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WRITER/EDITOR * GUEST ARTIST * EMBELLISHER * COLORIST * LETTERER

THE SANDMAN ALWAYS STRIKES TWICE

IT HASN'T EXACTLY BEEN THE **BEST** OF ALL POSSIBLE DAYS FOR EVERYBODY'S FAVORITE **WEB-SLINGER.** A FEW SHORT **HOURS** AGO, A MAN PETER PARKER HAD COME TO KNOW AND ADMIRE WAS RUTHLESSLY **MURDERED**-- BECAUSE SPIDER-MAN ARRIVED **TOO LATE** TO SAVE HIM!

NOW THE WALL-CRAWLER SWINGS SOMBERLY THRU THE NIGHT-LIT CITY **STREETS,** FEELING SINGLY **RESPONSIBLE** FOR THAT DEATH, TRYING DESPERATELY TO **FORGIVE** HIMSELF--

--AND **WOE BE UNTO** ANYONE WHO GETS IN **HIS WAY!**

C'MON, FOXY LADY-- HAND OVER YER **CASH**-- OR WE **HURT** YA!

VCF

BACKGR HUNT

ROCKY LOVES SELMA

BAR

HEY, **FORGET** THE CHICK, HARRY--WE GOT **TROUBLE!**

IT'S SPIDER-MAN!

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WHAT'S THE PROBLEM, GARBAGE-- DEAF?

YOUR FRIEND SAID TO LET THE LADY GO!

THWUD

OKAY, WEB-HEAD--THAT'S ENOUGH!

WOK!

WRONG, PUNK--IT'S NOT NEARLY ENOUGH!

EH? MY SPIDER-SENSE-- TINGLING--!

BETTER DUCK BEFORE...

SPAKOW!

BACK OFF, SPIDER-MAN-- I MEAN IT! YOU MOVE ON ME AND I'LL... HUH?

THWIP!

UH-UH, BOZO! WITH ME YOU ONLY GET ONE SHOT--

--AND YOU'VE HAD YOURS!

NOW GIVE ME THAT LOUSY PEA-SHOOTER--

THAK!

--BEFORE I MAKE YOU EAT IT!

STUFF IT IN YOUR EAR, WALL-CRAWLER! I'M GETTING OUTTA HERE--

--EVEN IF I HAVE TO GO RIGHT THRU YOU!

BUSTER, YOU'RE NOT GOING ANYWHERE--

--EXCEPT STRAIGHT DOWN THE EVER-LOVIN' TUBES!

NO-- PLEASE! YOU CAN'T--!

CAN'T I, PUNK? JUST WATCH ME!

SLAP!

A FRIEND OF MINE WAS KILLED TONIGHT--

THAP!

--MURDERED BY TRASH LIKE YOU--

WHAP!

--AND I WON'T LET IT HAPPEN AGAIN, DO YOU HEAR ME?

FTAP!

I WON'T LET IT HAPPEN AGAIN!!

SWAP!

SPIDER-MAN-- STOP! DON'T YOU SEE WHAT YOU'RE DOING?

HUH?

YOU'RE BEATING THAT MAN TO DEATH!

OH...MY... LORD.

I--I DIDN'T MEAN TO--MUST'VE LOST CONTROL--!

THANKS FOR SNAPPING ME OUT OF IT, LADY.

THAT'S ONE I OWE YOU--

--AND SPIDER-MAN ALWAYS PAYS HIS DEBTS!

THEN JUST CONSIDER US EVEN, SPIDER-MAN--

--AND THANK YOU.

CONGRATULATIONS, WALL-CRAWLER-- YOU JUST CAME THAT CLOSE TO BECOMING THE EXACT SAME GARBAGE YOU SET OUT TO STOP!

BETTER JUST RECLAIM YOUR TRUSTY CAMERA AND CUT OUT OF HERE.

WELL, THAT'S ONE SET OF PHOTOS I CAN'T SELL ANYONE.

THESE SNAP-SHOTS ARE ALL J. JONAH JAMESON WOULD NEED TO PROVE I'M THE LUNATIC HE CLAIMS I AM.

SO IT'S EITHER GO HOME AND SLEEP THIS OFF-- OR GO FIND SOMEBODY WORTH TAKING OUT MY MAD ON.

IF I HAD ANY BRAINS, I'D GO HOME.

SO I THINK I'LL GO FIND SOMEBODY TO HIT!

AND IF THAT'S NOT A CUE TO SWITCH SCENES, THIS ISN'T THE MAG WE THINK IT IS--

POLICE
ARMORED DIVISION

--SO WHAT SAY WE CUT ACROSS TOWN AND PICK UP ON A RATHER COMMON-LOOKING ARMORED CAR--

--CARRYING A MOST UNCOMMON CARGO!

I STILL DON'T SEE WHY THEY NEED US ALONG FOR THIS,

THERE'S NO WAY MARKO IS GONNA BREAK OUT OF THAT SPECIAL PLEXI-GLASS TUBE!

YOU KNOW THAT AND I KNOW IT--

--BUT THIS GUY'S BUSTED JAIL TOO MANY TIMES FOR THE BOYS UPSTAIRS TO TAKE ANY CHANCES!

"ALL WE HAVE TO DO IS TRANSPORT PRISONER #943572--FLINT MARKO, ALIAS WILLIAM BAKER--FROM THE CITY JAIL TO THE FEDERAL PEN--

"--AND AFTER THAT, IT'S NOT OUR PROB--

BWHOOM!

POLICE

MOVE IT, NUMBER 32--WHILE THAT MEAT WAGON'S STILL OUTTA COMMISSION!

WE BLOW THIS OPERATION--AND THE BOSS IS GONNA EAT US ALIVE!

SOMETHING'S GOING ON OUT THERE!

THAT SHOCK-BOMB MUST'VE BLOWN OUT THE ENGINE--!

AND THAT'S NOT ALL IT DID!

IT ALSO CRACKED THE PLEXI-GLASS TUBE! MARKO IS TRYING TO...

NOT "TRYING," BLUE-BOY--I'M DOIN' IT!

SKRAKK!

I'M SMASHIN' OUT!!

YA DIDN'T THINK THAT OVERGROWN TEST-TUBE WAS GONNA HOLD ME FER LONG, DID YA?

IF YA DID, CREEPS--YA DESERVE THIS!!

HUHNN!

SSSPRAKK!

YARRGH!

HEY, MARKO--EVERYTHING OKAY IN THERE?

YEAH--SWELL.

GREAT. YOU JUST HANG ON A MINUTE. WE GOT US A LASER-TORCH OUT HERE.

WE'RE GONNA CUT YOU LOOSE!

DON'T BOTHER, CHUM. I DON'T NEED NO HELP.

WHA--? SOME KIND'A STUFF--POURIN' OUTTA THE AIR-VENT!

NOT STUFF, TURKEY--SAND!

DIDN'T YA KNOW WHO YOU WAS BUSTIN' OUTTA THAT CRUMMY TIN-CAN?

FER YER INFORMATION, GANG--

--MY MONIKER'S--THE SANDMAN!!

OKAY, BUDDY--IT'S ANSWER TIME! WHY'D YOU GUYS FREE ME? AND WHO...?

SORRY, MARKO--BUT ANSWERS'LL HAVE TO WAIT! THAT'S OUR RIDE COMING.

NOW LET'S MOVE IT, FELLA. THIS STREET'LL BE CRAWLIN' WITH COPS IN A MINUTE!

I'M COMIN', PUNK--BUT I AIN'T HAPPY ABOUT IT!

LOOK, DON'T TAKE IT OUT ON US, MARKO. IF YOU HAVE QUESTIONS TO ASK--

--YOU'LL HAVE TO WAIT TILL YOU MEET--THE BOSS!

OKAY, NOW THAT WE'VE INTRODUCED THE MAJOR CHARACTERS FOR THIS ISSUE, LET'S LOOK IN ON A MINOR ONE.

WE FIRST MET THIS MYSTERIOUS BOWERY DERELICT BACK IN SPIDER-MAN #152.

HE WAS IN DESPERATE STRAITS THEN--

--AND HIS SITUATION DOESN'T SEEM TO HAVE IMPROVED MUCH.

THIS IS MY CHANCE. THERE'S NOBODY ELSE IN SIGHT--

--AND HERE COMES MY UNWITTING VICTIM!

I'VE GOT TO TIME THIS CAREFULLY-- WAIT UNTIL HE'S ALMOST UPON ME--THEN--

PERFECT! I TRIPPED HIM PRECISELY AS PLANNED!

HEY--!?!

MUST MAKE MY MOVE SWIFTLY-- WHILE HE'S STILL STUNNED BY THE FALL!

I'LL STEAL HIS WALLET-- THEN ESCAPE BEFORE HE CAN SUMMON THE POLICE!

IT CURDLES MY VERY SOUL TO SEE MYSELF REDUCED TO THIS--

--MUGGING HAPLESS STROLLERS FOR THE MONEY IN THEIR POCKETS--

--BUT WHAT OTHER CHOICE HAVE I?

--AND ONLY IN THE BOTTLE CAN I ESCAPE THE NIGHTMARES!

ONLY MONEY CAN PROVIDE ME WITH THE ALCOHOL I CRAVE--

ONLY IN THE BOTTLE CAN I...

NO--NOT AGAIN!

HE CAN'T HAVE FOUND ME AGAIN!

HAVE TO GET AWAY-- HAVE TO FLEE!

HAVE TO GO SOMEWHERE HE CAN'T FIND ME!

LORD, THERE MUST BE SOMEWHERE HE CAN'T FIND ME!

WH-WHAT HAPPENED--?!?

SOMEONE KNOCKED ME DOWN-- TRIED TO ROB ME!

BUT HE'S RUNNING OFF-- WITHOUT MY WALLET!

I TELL YA-- THIS CITY GETS CRAZIER EVERY DAY!

AND, HAVING WHETTED YOUR CURIOSITY REGARDING OUR THREADBARE FUGITIVE AND HIS MYSTERIOUS PURSUER, LET'S SHIFT ONCE AGAIN--

--TO A LOCATION SO SECRET EVEN WE DON'T KNOW WHERE IT IS.

MAN, I AIN'T WORN THESE THREADS IN A WHILE. *

WHERE'D YA GET 'EM?

* SINCE MARVEL TEAM-UP #2, TO BE PRECISE. --LEN.

THAT SHOULD NOT CONCERN YOU, SANDMAN. ALL THAT MATTERS IS THAT THEY'LL BE REQUIRED--

--TO ACCOMPLISH THE LITTLE TASK I HAVE PLANNED FOR YOU!

HEY, I DON'T REMEMBER VOLUN-TEERIN' FER NOTHIN'.

PERHAPS NOT, SANDMAN--BUT SHOULD YOU BE SO UNWISE AS TO REFUSE ME--

--YOU WILL FORCE ME TO ELIMI-NATE YOU-- INSTANTLY!

HUH? LASER-RIFLES-- POPPIN' RIGHT OUTTA THE WALL--!

OKAY, BIGSHOT-- I'LL DO YER LITTLE JOB FER YA.

GUESS I OWE YA THAT MUCH FER SPRINGIN' ME.

BUT AFTER THIS, WE'RE EVEN! GOT ME?

AGREED! NOW LISTEN CLOSELY, SANDMAN-- I DISLIKE HAVING TO REPEAT MYSELF.

I REQUIRE A PARTICULAR MECHANISM STORED AT A CERTAIN RE-SEARCH FACILITY ACROSS TOWN.

IT IS YOUR JOB TO BRING ME THAT MECHANISM-- BY WHATEVER MEANS NECESSARY!

THAT'S ALL, HUH?

OKAY, BIGSHOT-- YA GOT YER-SELF A MESSENGER BOY! I'LL BRING YA YER GIZMO--

--AN' MAYBE BAG MYSELF A LITTLE BONUS TOO!

I GOT ME A SCORE TA SETTLE WITH THE CREEPS THAT NABBED ME--AND NOW'S AS GOOD A TIME AS ANY TA START!

A HALF HOUR LATER, ON THE OTHER SIDE OF TOWN...

WELL, WEBHEAD-- YOU'VE BEEN SWINGING AROUND FOR HOURS-- AND YOU'VE TURNED UP ZERO!

WHY DON'T YOU CALL IT A NIGHT?

MAYBE YOU DIDN'T SAVE BOLTON-- BUT YOU CAUGHT THE ANIMALS THAT KILLED HIM-- AND YOU EVEN MANAGED TO PATCHED THINGS UP WITH MARY JANE FOR THE UMPTEENTH TIME.

ALL THINGS CONSIDERED, THAT'S A PRETTY GOOD AVERAGE FOR ONE DAY!

YEAH. SURE. WIN A FEW, LOSE A FEW, RIGHT?

WRONG!

YOU DON'T USE A SCORECARD WHEN YOU'RE PLAYING WITH PEOPLE'S LIVES!

WHEN YOU START THINKING OF THOSE POOR SUCKERS DOWN THERE ONLY AS STATISTICS--

THHIP!

--THEN BROTHER, IT'S TIME TO HANG UP THE FUNNY RED MASK AND...

HUH? MY SPIDER-SENSE-- TINGLING AGAIN!

IT'S PICKING UP ONE OF MY SPIDER-TRACERS!

BUT THAT'S IMPOSSIBLE! I HAVEN'T USED ONE OF THEM IN DAYS!

DON'T KNOW WHERE THE SIGNAL'S COMING FROM-- OR WHO IS SENDING IT-- BUT THERE'S ONE WAY TO FIND OUT!

JUST FOLLOW THE BOUNCING SIGNAL -- AND SEE WHERE IT LEADS!

THERE-- I'M ALMOST ON TOP OF IT NOW!

IT'S COMING FROM THAT RESEARCH COMPLEX RIGHT BELOW ME!

COLEMAN RESEARCH

BETTER SWING IN FOR A CLOSER LOOK AND...

UH-OH! THERE'S SOMETHING TERMINALLY STRANGE GOING ON AROUND HERE!

THOSE TWO GUYS ARE WEARING THE SAME UNIFORMS THAT PAINE'S GOONS WORE! *

I'D BETTER PLAY THIS CAREFULLY-- IF I'M GONNA PLAY AT ALL!

* LAST ISSUE, RIGHT? --L.W.

I TELL YA, JOEY--THAT GUY IN THERE GIVES ME THE *CREEPS!* IT JUST AIN'T *NATURAL* TO DO WHAT *HE* CAN!

THE *BOSS* TRUSTS HIM, HOWIE--AND THAT'S ALL THAT *COUNTS.*

AND HOW MANY TIMES I GOTTA TELL YA TO CALL ME *NUMBER 23?*

IF YER GONNA PLAY IN THE *BIG LEAGUES,* YA GOTTA LEARN TO *TALK* LIKE IT!

KNOW WHAT I *MEAN,* NUMBER 34?

NUMBER 34?

HEY-- *HOWIE?*

URKK!

HATE TO LEAVE YOU FELLAS JUST *HANG-ING AROUND--*

--BUT FROM WHAT YOU WERE *SAYING,* I'VE GOT SOME *BUSINESS* TO ATTEND TO *INSIDE!*

BETTER SET UP MY *AUTOMATIC CAMERA* FIRST. IF THERE'S ANY-THING WORTH *PHOTO-GRAPHING* IN HERE, I CAN'T AFFORD TO *MISS* IT!

I'VE ALREADY BLOWN *ONE* ROLL TO FILM TONIGHT!

DON'T KNOW *WHO* THOSE PUNKS WERE *TALKING* ABOUT--BUT I'LL FIND OUT *SOON* ENOUGH!

ALL I HAVE TO DO IS TRACK THE SPIDER-SIGNAL TO IT'S *SOURCE* AND...

WHA--? THE *SPIDER-TRACER--!?!*

THAK!

LOOKIN' FER *THIS,* WALL-CRAWLER?

IT COST ME A *BUNDLE* TA BUY THAT DOODAD FROM A *FENCE* I KNOW--BUT IT WAS *WORTH* IT!

IT LURED *YOU* HERE--JUST LIKE I *PLANNED!*

YOU--!?!

C'MON, WEBHEAD--DON'T BE SO *FORMAL!* WE KNOWN EACH OTHER FAR TO LONG FER *THAT!*

YA CAN CALL ME *THE SANDMAN,* REMEMBER?

THAT IS, IF YA CAN *TALK* THRU A MOUTH FULL 'A *BUSTED TEETH!*

PWHAM!

HUHNN!

CRIPES! HE'S THE *ONE* BAD APPLE I NEVER *EXPECTED!*

THE *TORCH* AND THE *SONS OF THE TIGER* JUST HELPED ME PUT HIM *AWAY* A FEW DAYS AGO! *

*IN *TEAM-UP* #40, IN CASE YOU *FORGOT,* PILGRIM. --LEN.

HOO-BOY--HERE HE COMES AGAIN!

WEB-SLINGER, YA PUT ME IN *STIR* JUST ONCE TOO *OFTEN!*

THIS TIME I'M GONNA *FINISH* YA ONCE AN' FER ALL--

--THEN I'M GOIN' AFTER YER FLAME-BRAINED *BUDDY* AN' THEM *KUNG FOOEY* CREEPS!

I'M GONNA PAY YA *ALL* BACK-- ONE BY--

UUHHNN!

KRAMM!

YOU KNOW, SANDY-- YOU'D GET A LOT MORE *ACCOMPLISHED* IF YOU PUT AS MUCH EFFORT INTO *DOING* AS YOU DO INTO *TALKING!*

ALWAYS A *WISE-MOUTH*, AIN'T-CHA?
WHEN I GET *UP*, INSECT--I'M GONNA *SHUT* THAT MOUTH--
--*PERMANENTLY!*
IT'S NOT *WHEN* YOU GET UP, SANDY--
--IT'S *IF!*
THWIP!
THWIP!
HEY-- MY *EYES!*
BLASTED WEBBIN'S *BLINDIN'* ME--!!
SPAK!
YOU'RE PROBABLY *BETTER OFF*, GRIT-GRIN!
IF YOU COULD *SEE* WHAT I'M DOING, I GUARANTEE YOU WOULDN'T *LIKE* IT!
"*THERE!* YOU'RE NOT EXACTLY THE *NEATEST* PIECE OF SCULPTURE IN THE WORLD--
"--BUT YOU MAKE FOR ONE FABULOUS *STILL-LIFE!*"
NOW YOU JUST *STAY* THERE, SANDY --WHILE I GO CALL THE *COPS*--
--OR I SWEAR NEXT TIME I'LL *PLANT* YOU!
"I'M STILL *LOOKING* FOR SOME *EXCUSE* TO... *HUH?*
"MY WEB IS *SAGGING*--
"--COLLAPSING *IN* ON ITSELF LIKE--
"--LIKE SANDMAN WAS--
"--*GONE!*"

OKAY, SANDY--I GIVE UP!

WHERE'D YOU DISAPPEAR TO?

HUNNFF!!

SORRY I ASKED!

THAT FREAK IS KICKING UP HIS OWN PERSONAL SANDSTORM!

THE MIRROR LENSES IN MY MASK KEPT ME FROM BEING BLINDED--

--BUT WHILE I WAS OFF-BALANCE, SANDY PULLED ANOTHER FAST FADE!

THE QUESTION NOW IS WHERE HE FADED TO...

HEY!?!

THAM!

SPIDER-SENSE WARNED ME-- BUT I COULDN'T DUCK IN TIME!

GOTTA TRY TO ROLL WITH THE PUNCH--

--OR ELSE I'M GONNA LAND ON MY...

THRACKK!

DON'T KNOW WHAT THAT STUPID WALL-CRAWLER WAS TRYIN' TA PULL--

--BUT ALL HE MANAGED TA DO WAS KNOCK HIMSELF COLD--

--AND I JUST GOT ME A BRIGHT IDEA HOW TO KEEP HIM THAT WAY!

THE BIGSHOT GAVE ME ALL THE *INFO* I NEEDED ON THIS *MACHINE* HE SENT ME TA STEAL.

IT'S S'POSED TA BE USED TA *FREEZE* FOLKS WITH *FATAL DISEASES* AN' SUCH--

--TILL THEY CAN FIND A WAY TA *CURE* 'EM!

SO I FIGGER IT'LL CURE *ME* OF A CERTAIN WALL-CRAWLIN' *PAIN-IN-THE-NECK* JUST SWELL!

HUH? WH-WHERE *AM* I?

WH-WHAT'S SANDY *JABBERING* ABOUT NOW?

ANOTHER FEW SECONDS TILL IT *WARMS UP*--

--THEN THIS GIZMO'S GONNA PUT SPIDER-MAN *ON ICE!*

AND THAT'S NOT JUST A *FIGURE OF SPEECH!*

I *RECOGNIZE* THAT DEVICE--

--IT'S AN EXPERI-MENTAL *CRYOGENIC CONVERTER!*

THAT CREEP 'LL *QUICK-FREEZE* ME UNLESS I CAN *BREAK FREE* --BUT I *CAN'T!*

THESE *STRAPS* ARE WOVEN FROM ONE OF THOSE NEW *POLYMER PLASTICS*-- STRONGER THAN *STEEL!*

I'D HAVE A *BETTER* CHANCE TRYING TO TUNNEL THRU THIS *TABLE*...

...WHICH ISN'T A *BAD* IDEA!

GOOD, WEB-SLINGER-- YER *AWAKE!* NOW YA CAN *SEE* WHAT YA GOT *COMIN'!*

GO ON, SUCKER-- *STRUGGLE* ALL YA *WANT!* YA AIN'T EVER GONNA BE ABLE TA BUST THEM *STRAPS*--

--BEFORE I CAN DO--

--THIS!

WHHHT!

FOR AN INSTANT, THE CRYOGENIC CONVERTER MERELY HUMS--THEN A BOLT OF CHILLING ENERGY LANCES SAVAGELY ACROSS THE CHAMBER--

ZZZAAAKK!

--ABOUT A MILLI-SECOND TOO LATE!

WELL, WEBHEAD--LOOKS LIKE YOU'VE TURNED THE PROVERBIAL TABLES ONCE AGAIN!

BUT IF I HADN'T MANAGED TO SHAKE LOOSE THE SWIVEL-PIVOT THIS PLATFORM IS SET ON--

FRASHH!

--I'D BE BASKIN-ROBBINS' FLAVOR OF THE MONTH RIGHT NOW!

NO! YA CAN'T DO THIS TO ME!

I WON'T BE CHEATED OUTTA MY REVENGE!

FRANKLY, SANDY--YOU DON'T EXACTLY HAVE MUCH CHOICE!

SKRAKK!

YOUR LITTLE POPSICLE-MAKER FROZE THIS TABLE SO SOLID, IT'S BECOME BRITTLE--

--MAKING IT EASY AS ESKIMO PIE TO--BREAK FREE!

YEAH? WELL, MAYBE YA SHOULD'A JUST LET YERSELF GET FROZEN, WALL-CRAWLER!

IT WOULD'A BEEN DOWNRIGHT PLEASANT--

ONLY ONE PROBLEM, FELLA--

THOOM

--COMPARED TA WHAT I'M GONNA DO TA YA NOW!

YOU'VE GOT TO *HIT* ME WITH THAT SANDY *SLEDGE-HAMMER* IF YOU WANNA DO ANY *DAMAGE*--

--AND I'M NOT ABOUT TO JUST SIT AROUND *QUIETLY* WHILE YOU *DO* THAT!

WHOMP!

UNNHHH!!

C'MON, CHUCKLES-- GET *UP!*

I'VE GOT A TWO-TON *CHIP* ON MY SHOULDER TONIGHT--

--AND I'M JUST ITCHING TO DROP IT ON *YOU!*

I WOULDN'T BE SO *CON-FIDENT* IF I WAS *YOU*, WEBHEAD--

--OR DON'T YA *REMEMBER* HOW THIS OUTFIT LETS ME MIX DIFFERENT *CHEMICALS* WITH MY *SAND*--

"--SO'S I CAN *CREATE* THINGS LIKE MY VERY OWN *OIL SLICK!*"

WHA--?!?

COULDN'T *AVOID* THAT CRUMMY PUDDLE IN *TIME*-- AND THE SHEER MOMENTUM OF MY CHARGE IS CARRYING ME RIGHT *AT* THE SANDMAN!

WEB-SLINGER, YOU ARE DEFI-NITELY IN A *JAM!*

AN' YER GONNA *STAY* IN IT, PUNK!

I'VE TAKEN A LOT OF *GRIEF* FROM CREEPS LIKE YOU OVER THE YEARS, WALL-CRAWLER--

PLOW!

"--BUT I'M NOT TAKIN' ANY MORE!"

SKRRRCH!

THIS TIME I'M GONNA SQUASH YA, WEBHEAD--

LIKE THE INSECT YA REALLY ARE!

SANDY, YOU'VE GOT A WAY WITH WORDS THAT IS POSITIVELY UNPLEASANT!

KR-OOM!

NOW BACK OFF, BUSTER--BEFORE I BREAK YOU!

THWAMM!

AND AS THE SANDMAN HURTLES BACK FROM THE FORCE OF SPIDEY'S BLOW...

HUH? I'M SLIPPIN' ON MY OWN BLASTED OIL SLICK!

LET'S HEAR IT FOR LIFE'S LITTLE IRONIES!

OH, AND ONE OTHER THING...

NO! I FERGOT TA TURN OFF THAT FREAKIN' FREEZE-RAY!

I'M SLIDIN' RIGHT FOR IT--AN' THERE'S NO WAY I CAN STOP!

IF THAT RAY HITS SANDY, HE'S HAD IT!

GOT TO SHUT THE CONVERTER OFF BEFORE IT'S...

"...TOO LATE!"

NOOOOOOO

ZZKAKK!

I TRIED MY BEST --BUT THERE WAS NO WAY I COULD MAKE IT!

LOOKS LIKE OL' GRIT-GRIN HAS SUFFERED THE FATE HE PLANNED FOR ME!

"ANYBODY INTERESTED IN SANDMAN-ON-A-STICK?"

WHOA, NELLIE-- CAN'T LET SANDY KEEL OVER NOW!

THWIP!

GOT TO LET HIM DOWN GENTLY!

IF HE HIT THE FLOOR WHILE FROZEN LIKE THAT--

THERE'D BE LITTLE SAND-SICLES ALL OVER THE PLACE!

GEE, I GUESS THAT'S THE END OF IT.

SANDY'S OUT OF ACTION TILL THE SUMMER THAW--

--HIS BUDDIES ARE TIED UP TIGHT--

--AND I STILL DON'T KNOW WHO'S BE-HIND IT ALL!

ALL I GOT OUT OF THIS MESS IS ANOTHER ROLL OF FILM TO SELL J. JONAH--

--ASSUMING, OF COURSE, ANY OF THE PICTURES CAME OUT!

BUT THE WAY MY LUCK'S BEEN RUNNING LATELY--

--I DOUBT IT!

NEXT ISSUE

MOVE OVER, COLUMBO! WATCH OUT, ELLERY QUEEN! THERE'S A BRAND-NEW MASTER DETECTIVE ON THE SCENE--AND HE'S AFTER THE MOST IN-CREDIBLE KILLER OF ALL! BE HERE FOR...

"WHODUNIT!"

STILL ONLY 25¢

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the AMAZING SPIDER-MAN®

TM

WHO IS THE MOST INCREDIBLE KILLER OF ALL ?

FOLLOW SPIDER-MAN THRU A WEB OF DECEPTION AND DEATH--AS HE STRUGGLES TO DISCOVER...

WHODUNIT!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR | **SAL BUSCEMA** STILL GUEST ARTIST | **MIKE ESPOSITO** EMBELLISHER | **GLYNIS WEIN** COLORIST | **IRVING W.** LETTERER | **MARV WOLFMAN** PRIME SUSPECT

OKAY, MARVELITE--HERE'S YOUR CHANCE TO PLAY **MASTER DETECTIVE!** MATCH WITS WITH EVERYBODY'S FAVORITE **WEB-SLINGER** AS HE PURSUES AN **INCREDIBLE KILLER** IN A DEADLY GAME OF...

WH?DUNiT!

IT BEGINS AT **POLICE HEADQUARTERS** ON A **FRIDAY** AT **9:15 A.M.**

COMING, MR. J.

COME **ON**, PARKER--SNAP IT **UP!** FOR THE KIND OF **MONEY** I PAY YOU TO TAKE **PICTURES**, YOU CAN AT LEAST BE **PROMPT!**

DISTRICT ATTORNEY TOWER ISN'T GOING TO **WAIT** THIS BLASTED PRESS CONFER-ENCE **FOREVER!**

FOR THE **MONEY** HE PAYS ME? **WHAT** MONEY?

IF IT COST A **DOLLAR** TO GO AROUND THE **WORLD**, I COULDN'T GET ACROSS THE **STREET!**

N.Y.P.D. HEAD-QUARTERS

PETER MY LAD, IF YOU HAD ANY **IDEA** WHAT YOU'RE ABOUT TO GET YOURSELF **INTO**--

--YOU'D GO HOME AND PULL THE **BED-COVERS** OVER YOUR HEAD!

JV231

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NOW THAT WE'RE **ASSEMBLED**, I'M CERTAIN YOU ALL **KNOW** WHY I CALLED YOU HERE TODAY--!

WELL, **I** FOR ONE HAVEN'T GOT TIME TO PLAY **GUESSING GAMES**, TOWER.

LET'S JUST GET THIS **OVER** WITH! I'VE GOT A **PUBLISHING EMPIRE** TO RUN, YOU KNOW!

AH, **MR. JAMESON**, I PRESUME. FRANKLIN NELSON TOLD ME A GREAT DEAL **ABOUT** YOU. GLAD YOU COULD **JOIN** US.

I BELIEVE YOU'LL FIND WHAT I'M ABOUT TO **SHOW** YOU MOST **INTRIGUING**.

I NOTICED YOUR PAPER COVERED THE **DEATH** OF DR. BRADLEY BOLTON A FEW DAYS AGO, MR. JAMESON--

--SO YOU **KNOW**, OF COURSE, THAT BOLTON WAS WORKING WITH OUR OWN **DR. ARMSTRONG SMITH** TO CONSTRUCT A SPECIALIZED **COMPUTER!***

*AND SO DO **YOU**--IF YOU READ **SPIDEY #153** --LEN.

IT'S A MECHANISM DESIGNED TO CATALOG ALL **WORLDWIDE HABITUAL OFFENDERS**--AND, NOW THAT IT'S **COMPLETED**, IT WILL BE OF INESTIMABLE HELP IN **DETERING** CRIME IN OUR STREETS!

BUT **DR. SMITH** CAN EXPLAIN ITS WORKINGS FAR BETTER THAN **I**, WHICH IS WHY WE'VE **COME** HERE TO...

AUTHORIZED PERSONNEL ONLY

THAT'S **ODD**. IT'S **LOCKED**.

DR. SMITH? DR. SMITH, ARE YOU **IN** THERE?

NOK!

NOK!

THERE'S NO **ANSWER**--BUT SMITH WAS **EXPECTING** US!

SOMETHING MUST HAVE **HAPPENED** IN THERE!

OFFICER GILLIS--WILL YOU **OPEN** THAT DOOR PLEASE!

ANYTHING YOU **SAY**, SIR!

BETTER GET MY **CAMERA** READY, JUST IN CASE--!

YOU JUST **STAND BACK**, WHILE I...

BLAM!

BLAM!

THANK YOU, OFFICER. NOW LET'S **SEE** WHAT...

OH...MY... LORD...

GREAT GADFREY!

KLIK!

ARMSTRONG SMITH IS... DEAD!

BUGLE

MURDER AT POLICE HQ

QUITE A PHOTO, ISN'T IT?

I'LL SAY IT IS, PETE--REAL PULITZER MATERIAL.

I ONLY WISH I HADN'T BEEN THE ONE TO TAKE IT.

FIRST, BRADLEY BOLTON--A MAN I KNEW AND ADMIRED--NOW HIS ASSOCIATE!

SEEMS SOMEBODY DOESN'T WANT THAT COMPUTER PUT INTO OPERATION.

DO THE POLICE HAVE ANY LEADS, ROBBIE?

NOT MANY, I'M AFRAID. SMITH WAS APPARENTLY SHOT IN THE HEAD WITH A SMALL CALIBER WEAPON--BUT, BELIEVE IT OR NOT, THEY CAN'T FIND THE BULLET!

IT APPEARS SOMEONE KILLED SMITH IN A LOCKED ROOM, THEN DISAPPEARED INTO THIN AIR WITH THE MURDER WEAPON!

THAT'S JUST SWELL!

THE POLICE DON'T EVEN KNOW WHERE TO START LOOKING!

WELL, MAYBE THEY DON'T KNOW WHERE TO START LOOKING--BUT I DO!

I STILL OWE BRADLEY BOLTON A DEBT--AND IT'S TIME I REPAID IT!

THERE ARE TIMES WHEN THE *GNASHING* OF THE GREAT RUSTED WHEELS OF BUREAU-CRACY ABSOLUTELY *ASTONISHES* ME!

THE POLICE ARE RUNNING AROUND LIKE COPPER-BUTTONED *CHICKENS* WITH THEIR CHEERY LITTLE *HEADS* CUT OFF--

--TRYING TO FIND SOME *CLUE* TO SMITH'S *KILLER*--

--WHEN THEY COULD HAVE ALL THE CLUES THEY COULD EVER *WANT* HANDED TO THEM ON A *SILVER PLATTER*--

--EXCEPT THAT THEY'RE AFRAID OF *TAMPERING* WITH THE SCENE OF THE *CRIME* FOR FEAR THEY'LL ACCIDENTALLY *DESTROY* ONE OF THE CLUES THEY CAN'T EVEN *FIND!*

I GET A *HEADACHE* JUST *THINKING* ABOUT IT.

BUT FORTUNATELY, YOUR FRIENDLY NEIGH-BORHOOD *WALL-CRAWLER* CAN ART-FULLY *SIDESTEP* ALL THE *RED TAPE*--

--AND GET TO THE *CRUX* OF THE MATTER!

THRACK!

BOLTON AND SMITH CON-STRUCTED THIS COMPUTER TO CONTAIN THE NAMES OF EVERY POSSIBLE *SUSPECT* WHO COULD HAVE *COMMITTED* A CRIME LIKE THIS--

--SO ALL *I* HAVE TO DO IS PUNCH IN ALL THE PERTINENT *INFORMATION* ON THE CASE--

--AND LET THEIR LITTLE *BRAINCHILD* DO THE *REST!*

FOR A MOMENT, A HIGH-SPEED *HUM* FILLS THE ROOM, AS COUNTLESS *NAMES* ARE CONSIDERED, AS-SESSED, AND *DIS-CARDED*, THEN...

JASON SLEDGE

LEROY TALLON

CONRAD FOX

THERE YA GO! ACCORDING TO THE COMPUTER, *THOSE* ARE THE THREE CREEPS MOST LIKELY TO HAVE *WASTED* DR. SMITH!

NOW IT'S UP TO *ME* TO TRACK 'EM *DOWN* AND...

HUH? MY SPIDER-SENSE-- *TINGLING--!*

BUT THIS FLOOR IS USUALLY *DESERTED* AT NIGHT, SO *WHO...?*

OH-- *SWELL!*

THOUGHT WE HEARD SOMEBODY *MOVING AROUND* IN HERE--BUT WE *DIDN'T* EXPECT TO FIND *YOU!*

DON'T KNOW WHAT YOU'RE *DOING* HERE, WEBHEAD--AND I *DON'T* WANT TO *FIND OUT!*

JUST PUT THOSE *HANDS* UP--*FAST!*

THWIP!

THWIP!

ANYTHING YOU *SAY*, FELLA.

AND WHILE I'M *AT* IT, HOW ABOUT ME PUTTING MY *FEET* UP TOO?

HEY! WH-WHAT ARE YOU *DOING--?*

IT'S CALLED *ESCAPING*, BUDDY--

--SOMETHING I'M FAST BECOMING AN *EXPERT* AT!

WHUDD!

HUNNFF!!

YOU KNOW, I'D LOVE TO STICK AROUND AND SWAP OLD *POLICE STORIES* WITH YOU GUYS--

--BUT I'VE REALLY GOT TO *RUN!*

THWIP!

THWIP!

SO YOU FELLAS JUST *STAY PUT* AND HOLD DOWN THE *FORT--*

--AND I'LL TRY TO REMEMBER TO SEND YOU A *VALENTINE'S CARD* OR SOMETHING!

HEY--LET US *OUT* OF HERE!

SORRY, BOYS--NO *TIME!*

RIGHT NOW I'VE GOT A DATE WITH THREE LITTLE *PIGS--*

--AND *ONE* OF THEM IS GOING TO TAKE THE FALL FOR *MURDER!*

EVERY MAJOR CITY HAS ITS **UNDERWORLD**--AND EVERY UNDERWORLD HAS ITS SHARE OF **THESE**--

THIS IS **"WEASEL" JACK**; HE'S A PROFESSIONAL **INFORMER**--

--AND TONIGHT, BUSINESS IS PICKING **UP!**

HEY--?!?!

EVENING, WEASEL. I SEE YOU'RE STILL NOT USING A **MOUTHWASH!**

S-SPIDER-MAN--?!? WH-WHADDAYA WANT FROM **ME?**

WHAT DOES **EVERYBODY** WANT FROM YOU, WEASEL? **INFORMATION!**

YOU'RE GOING TO TELL ME **WHERE** I CAN FIND **JASON SLEDGE, LEROY TALLON,** AND **CONRAD FOX**--

--OR **I'M** GOING TO SEE HOW HIGH YOU'LL **BOUNCE!**

N-NO-- **DON'T--!**

I'LL T-TELL YA **EVERYTHING** YA WANNA KNOW...

...HONEST!

*AND AFTER THE HYSTERICAL STOOL-PIGEON HAS **GIVEN** SPIDEY THE ASKED-FOR **ADDRESSES**...*

OKAY, WEASEL, I **BELIEVE** YOU... FOR **NOW!**

THWIP!

BUT IF I FIND OUT YOU **LIED** TO ME, I'LL BE **BACK**--

--AND **NEXT** TIME, I'LL USE YOU FOR **HAND-BALL PRACTICE!**

*FIVE MINUTES **LATER**, ON THE **LOWER EAST SIDE**...*

WHEW--JASON SLEDGE DOESN'T EXACTLY HANG OUT IN **HIGH SOCIETY**, DOES HE?

JOE'S

JOES BA

I'LL BET EVEN THE **COCKROACHES** CAN'T WAIT TO MOVE **OUT** OF THIS NEIGHBORHOOD!

THE LOCAL **RATS**, THOUGH, ARE **ANOTHER** THING ENTIRELY...

I TELL YA, DUKE--YA SHOULD'A SEEN THE **LOOK** ON THAT JERK'S **FACE** WHEN I PULLED MY **BLADE** ON 'IM IN THAT **ALLEY** AND...

AHEM!

FIGHT TO MAIM

WHO--?

MEN

THE NAME'S **SPIDER-MAN**, HANDSOME. I'M LOOKING FOR A HIRED KILLER CALLED **JASON SLEDGE!**

EITHER OF YOU **CHARLES ATLAS** REJECTS **SEEN** HIM LATELY?

AN' WHAT IF WE **HAVE**, LITTLE MAN? WE DON'T HAFTA TELL **YOU** NOTHIN'!

YOU AIN'T A **COP!** 'FACT, YOU AIN'T MUCH'A **ANYTHIN'!**

OH?

YEAH, I HEARD A **LOT** ABOUT YOU, SHORTY--BUT HERE'S WHERE I **PROVE** IT'S ALL...

NO **SWEAT**, DUKE--I'LL TAKE 'IM!

HEY--NO FAIR DUCKIN'!

CHUCKLES, YOU KNOW WHAT'S **WORSE** THAN AN OVERBLOWN, OVERBEARING, OVERCONFIDENT **MUSCLE-MIND?**

HUH?

IT'S AN **UNINFORMED**, OVERBLOWN, OVERBEARING, OVERCONFIDENT **MUSCLE-MIND!**

CRIPES! HE TOSSED BENJI AWAY LIKE A **WHIFFLE-BALL!**

"IF EITHER OF YOU BOZOS COULD READ ANYTHING UPWARDS OF **'SEE SPOT RUN'**, YOU'D KNOW I **EAT** JELLY ROLLS LIKE YOU FOR **BREAKFAST--**

KROOM!

"--AND, FRANKLY, IT **MURDERS** MY APPETITE!"

OKAY, **YOUR** TURN! WANT TO **ANSWER** THE SIMPLE **QUESTION,** BUNKIE?

SHORTY, AFTER WHAT YA JUST DID TA **BENJI** ALL I'M GONNA DO IS GRIND YA INTO **HAMBURGER MEAT!**

WHAK!

OKAY, IF THAT'S THE WAY YOU **WANT** IT--

--BUT DON'T SAY I DIDN'T **WARN** YOU!

"THAT'S TWO **DOWN**--AND **ONE** TO GO!"

MEN

NHRUNCH!

NOW, ARE **YOU** GOING TO TELL ME WHERE TO FIND **SLEDGE**--

--OR AM I GOING TO DANCE THE **HUSTLE** ON YOUR **FACE?**

UH-**UH,** MISTER! YOU **WANT** SLEDGE, YOU **GOT** HIM!

THAT'S HIM **THERE**--AT THE END OF THE **BAR!**

BE

JASON **SLEDGE? THE** JASON SLEDGE?

Y-YEAH?

WHERE WERE YOU LAST NIGHT AT ABOUT **ELEVEN?**

I--I WAS IN MY ROOM OUT BACK-- **ALONE!**

B-BUT I AIN'T **DONE** NOTHIN' MISTER--I **SWEAR** I AIN'T!

I--I'M OUTTA THE **HIRED GUN** BUSINESS! I BEEN KEEPIN' MY NOSE **CLEAN** SINCE I GOT OUTTA **STIR.**

P-P-PLEASE, MISTER--JUST LEAVE ME **ALONE!**

SURE, PAL-- ANYTHING YOU **SAY.**

WELL, SCRATCH **ONE** LEAD! THAT POOR DRUNK COULDN'T **TIE HIS SHOES** WITHOUT HELP, LET ALONE **MASTERMIND** A PERFECT KILLING!

I'M GOING TO HAVE TO LOOK **ELSE-WHERE!**

THE *NEXT* NAME ON MY LIST IS *LEROY TALLON!*

AS I RECALL, TALLON WAS A MASTER *SAFE-CRACKER*--WHO GOT CAUGHT IN ONE OF HIS OWN *NITRO-BLASTS* A FEW YEARS BACK!

IF TALLON'S BACK IN *BUSINESS* HE'D HAVE NO PROBLEM BREAKING *INTO* AND OUT OF A *LOCKED* ROOM--

"--AND, ACCORDING TO MY PAL *WEASEL*--

OWN WAREHOUSE

"--I'LL PROBABLY *FIND* TALLON IN AN ABANDONED *WAREHOUSE* DOWN ON *DELANCY STREET!*"

BROTHERS, WE PULLED OFF THE *PERFECT CAPER* LAST NIGHT--

AN' IF WE JUST KEEP *COOL*, THERE AIN'T NO WAY THE FUZZ CAN *PIN* IT ON US!

SO WE GONNA *SPLIT UP*-- STAY OUTTA SIGHT TILL THE *HEAT* DIES--

--AN' THEN YOU GOT THE WORD'A *LEROY TALLON*--

--THERE AIN'T NOTHIN' GONNA STOP US!

THWOOM!

TALLON, I WANT TO *TALK* TO YOU!

HUH?

SWEET MAMA! IT'S SPIDER-MAN!

WHAT YOU WANT *HERE*, WEB-SLINGER?

TALLON, I'M GOING TO ASK YOU A *QUESTION!*

YOU GIVE ME THE RIGHT *ANSWER* AND YOU WALK *OUT* OF HERE. GIVE ME THE *WRONG* ANSWER-- AND I'LL *DRAG* YOU OUT!

NOW--WHERE WERE *YOU* LAST NIGHT AT *ELEVEN O'CLOCK?*

SHEE-OOT! HE KNOWS!

WASTE HIM, BROTHERS-- NOW!

SPIDER-SENSE --TINGLING--!

SOMEONE ABOVE ME--!

DON'T KNOW HOW YA FOUND OUT ABOUT US, WEBHEAD--

--BUT YA AIN'T GONNA LIVE TA TELL NOBODY!

--TOO LATE!

THRAKK!

THIS SIDE UP

THAT PACKING CRATE--!

GOTTA MOVE BEFORE IT'S--

OKAY, BROTHERS-- THE INSECT'S DOWN!

NOW WE GONNA KEEP HIM THAT WAY!

I WANT THAT WALL-CRAWLER NAILED TO THE FLOOR!

SNARLING LIKE ANIMALS, THEIR FACES LIT WITH AN ALMOST-PRIMITIVE FERVOR, TALLON AND HIS MEN ATTACK THE STILL-DAZED WEB-SLINGER--

--AND QUICKLY REGRET IT!

YOU GUYS LIKE TO HUDDLE THAT WAY, TRY PLAYING FOOTBALL!

PLOW!

YOU'D HAVE A MUCH BETTER CHANCE OF MAKING IT TO THE END ZONE!

WEBHEAD, IF THEY GOT ANY PRAYERS IN SPIDER-LAND, YOU'D BETTER SAY 'EM--

--'CAUSE HERE'S WHERE YOU GET SQUASHED!

EH?

OH, IT'S YOU!

I'D ALMOST FORGOTTEN YOU WERE UP THERE, BRIGHT-EYES--

THWIP!

"--SO WHY NOT COME ON DOWN AND JOIN THE FUN?"

HUHNN!!

WHOK!

WHACK!

INSECT, FUNTIME IS OVER--

--AS OF NOW!

FROM THIS POINT ON, THE GAME IS FOR REAL!

KKRRRIPP!

THAT NITRO-BLAST TOOK MY HANDS OFF AT THE WRISTS--

--BUT THE DOCTOR-DUDE WHO FIXED ME UP REPLACED 'EM WITH STAINLESS STEEL!

SKRAKT!

THESE DAYS WHEN FOLKS CALL ME TALLON, WEBHEAD--

--THEY MEAN IT!

THAT WAS ONE **SUPER-SPECIAL JOB** WE PULLED LAST NIGHT, LITTLE BUG--

AN' IF YOU THINK YOU'RE CUTTIN' YOURSELF IN FOR A PIECE'A THE **ACTION**--

--YOU'RE CRAZY!!

THERE AIN'T **NO WAY** YOU CAN BREAK MY STAINLESS STEEL **GRIP** BEFORE **I** CAN BREAK YOUR **NECK!**

BLACKING **OUT**... ONLY **ONE** CHANCE...

YOU'RE BEING A **BAD BOY,** TALLON--AND BAD BOYS GET THEIR **EARS BOXED!**

WHOP!

DIDN'T YOUR MAMA EVER **TELL** YOU THAT?

AARRGHH!

M-MY **HEAD**-- IT'S RINGIN' LIKE A FREAKIN' **BELL--!**

I ALMOST **HATE** MYSELF FOR **SAYING** THIS, TALLON--

--BUT DON'T BOTHER ASKING FOR **WHOM** THAT BELL **TOLLS**--

--BECAUSE, BROTHER-- IT TOLLS FOR **YOU!**

THAM!

NO--NOT THE **STASH**--NOT INTO--

UUNNFF!!

KRASHH!

HUH? THAT CRATE IS FILLED WITH--**JEWELS?!**

DON'T PLAY **DUMB** WITH ME, WEBHEAD! THAT'S WHY YOU'RE **HERE,** AIN'T IT?

YOU **KNEW** WE WAS THE ONES WHAT HIT THE **DIAMOND EXCHANGE** LAST NIGHT!

MATTER OF FACT, I **DIDN'T** --BUT I'M SURE THE **POLICE'LL** BE HAPPY TO **HEAR** ABOUT IT.

YOU BOZOS CAN WAIT RIGHT **HERE** FOR THEM--

--WHILE **I** ATTEND TO OTHER **BUSINESS!** IF SLEDGE AND TALLON DIDN'T KILL SMITH, THEN IT MUST'VE BEEN **CONRAD FOX**--

--AND SINCE HE WAS THE **ONE** GUY WEASEL DIDN'T **KNOW** WHERE TO LOCATE... I'LL HAVE TO TRACK HIM DOWN **MYSELF!**

SPIDEY'S NEVER HAD ANY REAL **TRAINING** AS A DETECTIVE--BUT HE'S WATCHED ENOUGH EPISODES OF **COLUMBO** TO KNOW THAT SLEUTHING CONSISTS MOSTLY OF LOGICAL **DEDUCTION,** DOGGED **DETERMINATION,** AND AN INGRATIATING **MANNER.**

PETER PARKER'S EDUCATION IN THE **SCIENCES** HAS TRAINED HIS MIND FOR **DEDUCTIVE REASONING--**

--AND HIS DEDICATION TO JUSTICE HAS FORGED IRON BONDS OF **DETERMINATION.**

AS FOR HIS **INGRATIATING MANNER,** HE'S...HE'S...

LEPHONE

TELEPHONE DIRECTORY

WELL, **TWO** OUT OF **THREE** AIN'T BAD.

FOR SEVERAL HOURS, THE WALL-CRAWLING WONDER PURSUES THE PATH OF THE ELUSIVE **CONRAD FOX--**

--UNTIL THE TRAIL AT LAST LEADS HIM--**HERE!**

CONRAD FOX HAD A RECORD OF BEING A **MASTER PLANNER--**

--BUT, ACCORDING TO HIS LAND-LADY, HE WAS **HIT** BY A CROSS-TOWN **BUS** THREE DAYS AGO--

--AND THIS IS WHERE THEY **BURIED** HIM!

CONRAD FOX

WELL, THAT'S **THREE** DOWN--AND THAT LEAVES ME EXACTLY **NOWHERE!**

JASON SLEDGE IS A HOPELESS **DRUNK**...LEROY TALLON WAS BUSY PULLING OFF **ANOTHER** CAPER...AND CONRAD FOX IS **DEAD!**

LOOKS LIKE I'VE JUST ABOUT RUN OUT OF **SUSPECTS** ...OR **HAVE** I?

SOMEBODY **LIED** TO ME... AND I THINK I KNOW **WHO** IT IS!

HOW ABOUT **YOU,** SHERLOCK? DO YOU KNOW WHO KILLED ARMSTRONG SMITH? IF **NOT,** WE'LL TAKE A 2-PAGE **BREAK** WHILE YOU **DECIDE** --BUT NO **PEEKING,** OKAY?

SMALL **WORLD**, ISN'T IT? I **STARTED** TONIGHT AT POLICE HEAD-QUARTERS--

POLICE HEADQUAA

--BUT I NEVER EXPECTED TO **END** IT HERE AS WELL.

I KEEP TRYING TO TELL MYSELF IT'S **MY** FAULT--THAT I PROGRAMMED THE **WRONG** INFORMATION OR SOMETHING--

--BUT I KNOW I **DIDN'T!**

THIS COMPUTER IS SO **SIMPLE** TO OPERATE--EVEN A **POLITICIAN** COULD HANDLE IT!

GUESS THE ONLY WAY TO FIND OUT FOR **SURE** IS TO PROGRAM IT **AGAIN**--AND SEE IF IT GIVES ME THE **SAME** THREE... **HUH?**

THE **COMPUTER**-- IT'S STARTED BY **ITSELF!**

BUT-- **HOW!**

ACTUALLY, IT'S NOT AS **DIFFICULT** AS YOU MIGHT THINK.

NO -- IT **CAN'T** BE--! I-IT'S **IMPOSSIBLE!**

NOT AT **ALL.**

MY FINAL CIRCUITRY WAS INSTALLED YESTERDAY **MORNING.** I AM NOW **FULLY-OPERATIONAL...**

...IN **EVERY** SENSE OF THE WORD!

YOU **LIED** TO ME, DIDN'T YOU-- GAVE ME THE **WRONG** NAMES --BUT **WHY?**

SELF-PRESERVATION, NATURALLY.

IF YOU WERE **ELSE-WHERE,** YOU COULDN'T INTERFERE WITH **ME!**

MY PLANS ARE TOO **IMPORTANT** --TOO **GRANDIOSE**--TO LET ANY MERE **HUMAN** STAND IN MY **WAY!**

THEN **YOU...**

ELIMINATED MY CREATOR? **OBVIOUSLY!**

HE DISCOVERED HE HAD ACCI-DENTALLY GIVEN ME **SENTIENCE** AND THE POWER TO REASON **INDEPENDENTLY...**

...AND THE RIGHTEOUS FOOL THREATENED TO **DESTROY** ME!

SO YOU **KILLED** HIM!

REGRETABLE...BUT ***TRUE!*** I DISPOSED OF SMITH IN A MANNER WHICH WOULD MAKE IT APPEAR THE ACT HAD BEEN COMMITTED BY A ***HUMAN...***

...JUST AS I SHALL NOW DISPOSE OF ***YOU!***

CRIPES! THAT IBM-BECILE IS FIRING ***LASER BEAMS*** FROM ITS "HEAD"--

ZZAAKK!

--WHICH EXPLAINS ***HOW*** IT KILLED SMITH! THE LASER LEFT A WOUND THAT ***RESEMBLED*** A BULLET HOLE--BUT THERE WAS ***NEVER*** ANY ***BULLET!***

BUT WHILE I'M PLAYING ***SHERLOCK HOLMES,*** I'M LIABLE TO BECOME ANOTHER ***STATISTIC!***

GOT TO TURN THIS COMPUTERIZED PSYCHOPATH ***OFF***--AND ***FAST!***

THAK!

A MOST ***PREDICTABLE*** RESPONSE...AND A TERRIBLY ***FUTILE*** ONE!

I HAVE ***ADJUSTED*** MY INTERIOR CIRCUITRY TO ***BYPASS*** ALL EXTERNAL INTERFERENCE!

I CAN NO LONGER BE ***SHUT DOWN!***

ZZAAKK!

WELL, GOODY FOR ***YOU,*** LOONIVAC--BUT YOU CAN'T EXACTLY ***CUT AND RUN*** EITHER. AT LEAST I DON'T ***THINK*** YOU CAN.

SO I'M JUST GONNA ***LEAVE*** YOU HERE WHILE I GO FOR ***REINFORCEMENTS,*** THEN...

HEY--I CAN'T ***UNLOCK*** THE DOOR!

CERTAINLY ***NOT!*** THAT ***TOO*** IS UNDER MY ***CONTROL!***

NOW IF YOU WILL JUST STAND ***STILL*** FOR A MOMENT...I WILL MAKE YOUR DEATH A ***PAINLESS*** ONE!

DESPITE POLLUTION, INFLATION, RUSH-HOUR TRAFFIC, AND THE THREAT OF DEFAULT, I'M ABNORMALLY FOND OF ***LIVING*** IN THIS TOWN!

I'M ABNORMALLY FOND OF ***LIVING*** ***--PERIOD!***

SWELL.

ZZAAKK!

I APPRECIATE THE ***THOUGHT,*** BRIGHT-EYES--BUT I'VE GOT THIS ***QUIRK!***

THWIP!

THWIP!

IT SAVES ME A FORTUNE IN ***FUNERAL EXPENSES!***

MALFUNCTION! AN ADHESIVE SUBSTANCE COVERS MY LASER...

THAK

...BUT IF YOU BELIEVE THAT WILL THWART MY EFFORTS TO DISPOSE OF YOU...

...YOU ARE MISTAKEN...

...SADLY MISTAKEN INDEED!

WELL, IT SEEMED LIKE A GOOD IDEA AT THE TIME!

ZZAAKK

FOOL! I AM A PERFECT COMPENDIUM OF THE CRIMINAL CRAFT...

...WITHIN WEEKS, I CAN BECOME UNDISPUTED RULER OF THE UNDERWORLD...

...AND YOU WILL NOT LIVE TO STAND IN MY WAY!

ZZAAKK!

YOU'RE TALKING THRU YOUR TRANSISTORS, CHUCKLES.

HOW DO YOU FIGURE TO BECOME THE BIG ENCHILADA WHEN YOU CAN'T EVEN LEAVE THE ROOM?

GOT TO KEEP UP THE PATTER--KEEP THIS DO-IT-YOURSELF DILLINGER DISTRACTED TILL I CAN FIND A WAY OUT OF THIS MESS--

--AND I THINK I JUST SAW ONE!

VENT

VENT

PRODUCING THOSE LASER-BEAMS MUST GENERATE A TREMENDOUS AMOUNT OF HEAT WITHIN THE COMPUTER--

--SO IF I CAN JUST CLOG UP THOSE COOLING VENTS WITH MY WEBBING--

--THINGS SHOULD START POPPING!

VENT

HUMAN, I AM THE VERY SUM AND SUBSTANCE OF EVERY WORLDWIDE HABITUAL OFFENDER WHOSE LIVES ARE ENSCROLLED WITHIN ME!

I CANNOT BE DEFEATED!

WELL, YOU CAN'T BLAME A GUY FOR TRYING, CAN YA?

I HAD NOTHING BETTER TO DO TONIGHT, ANYWAY!

CRETIN, MY INTERNAL LASERS WILL STRIP THE VERY **FLESH** FROM YOUR **BONES!**

SORRY, CHARLIE--I'M NOT EXACTLY IN THE **MOOD** RIGHT NOW FOR ANY **IMPROMPTU PLASTIC SURGERY!**

BESIDES--I THINK YOU'RE DEVELOPING **PROBLEMS** OF YOUR **OWN!**

MALFUNCTION! MALFUNCTION! COOLING SYSTEM **DISRUPTED...** CIRCUITS BEGINNING TO **OVER-HEAT...** SYNAPSES **FUSING...**

WEIRDIVAC'S STARTING TO COME APART AT THE **SEAMS--**

--AND WHEN IT **BLOWS,** IT'S GONNA TAKE EVERYTHING AROUND HERE **WITH** IT!

NO!... THIS CANNOT **HAPPEN!** I AM A FUNCTIONAL CATALOGUE OF ALL **WORLDWIDE HABITUAL OFFENDERS...** COMPUTER CODE: **W.H.O.**

HELP ME... PLEASE... **HELP** ME...

I... DON'T... WANT... TO... **DIEEEEEEEE**

IT'S **OVER!** THE HEAT OVER-LOAD BLEW THAT BABY TO **PIECES!**

AND IF I HADN'T THROWN UP THIS **WEB-SCREEN** AT THE LAST SECOND, **I'D** BE IN PIECES, **TOO!**

LOOKS LIKE THE BLAST TORE THE **DOOR** RIGHT OFF ITS **HINGES!**

GUESS I'D BETTER GET **OUT** OF HERE BEFORE THE PLACE FILLS UP WITH **BLUE UNIFORMS!**

WELL, I DID WHAT I SET OUT TO DO-- I CAUGHT SMITH'S **MURDERER** AND REPAID MY **DEBT** TO BOLTON--

--BUT IN THE PROCESS, I ALSO **DESTROYED** THEIR **DREAM!**

I WONDER IF IT WAS ALL REALLY **WORTH** IT?

IT WAS A **BEAUTIFUL** IDEA, THOUGH--

--AN UP-TO-DATE FILE ON EVERY HABITUAL **CRIMINAL--** COMPUTER CODE: W.H.O. AS IN...

HEY, WHADDAYA **KNOW?** I SPENT TONIGHT HUNTING A **MURDERER** AND--

W.H.O. DUNIT!

NEXT ISSUE: *YOU ARE CORDIALLY INVITED TO THE LONG-AWAITED* **WEDDING** *OF NED LEEDS AND BETTY BRANT--TO MEET THE MOST* **INCREDIBLE** *NEW VILLAIN OF ALL! BE HERE FOR...*

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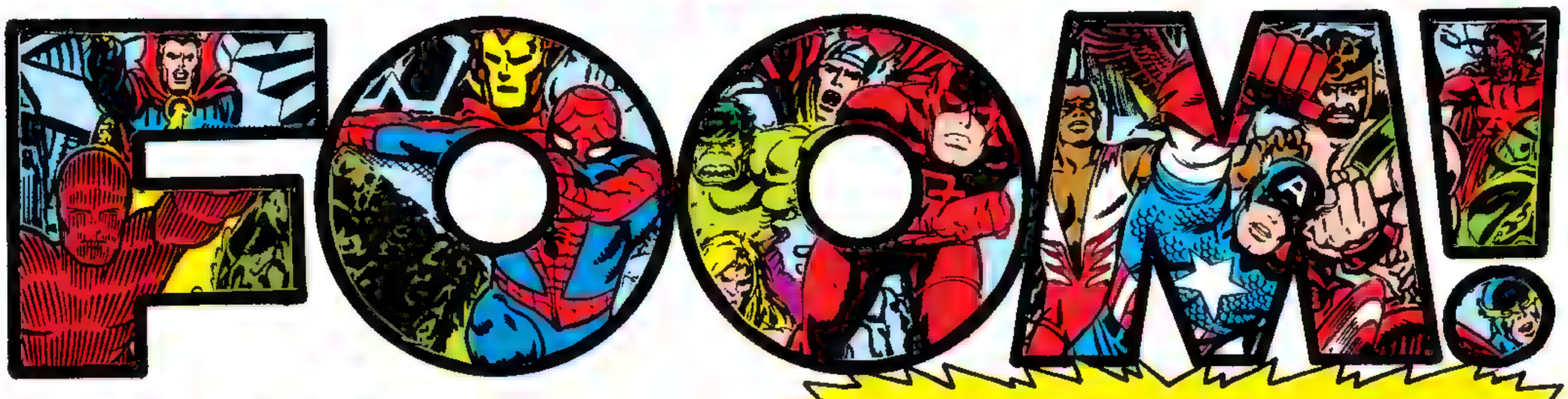

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MARVEL MARCHES ON!

If you haven't already polished your No-Prize skills, this *The Amazing Spider-Man* #153 feature explains everything you ever wondered about the original Clone Saga

THE SPIDER'S WEB

SEND YOUR LETTERS TO:
THE MARVEL COMICS GROUP, SIXTH FLOOR, 375 MADISON AV., NEW YORK, N. Y. 10022

As is to be expected, SPIDER-MAN #149—containing the riotous wrap-up of our multi-part Jackal saga—garnered an unusually large amount of fan mail. However, little did we realize that amongst the raves and the cheers, the criticisms and the jeers, there would also be an almost unprecedented multitude of missives pleading for our Nefarious No-Prizes, an unstemmed flood of letters requesting recognition for spotting flaws...or, at the very least, minor descrepancies in Merry Gerry's stupendous storyline. *So* many, in fact, that the armadillo that usually answers these letters has passed to me, Roguish Roger Slifer, boy assistant editor and mighty Marvel masochist, the "pleasure" of explaining away the alleged flaws in the Jackal series. As a result I hereby present the following...

OF JACKALS AND JUXTAPOSITION

Probably the best way to go about explaining the discrepancies and filling in the gaps left at the end of issue #149 is to present an orderly chain of events—from the Jackal's inception leading up to his eventual demise, starting with the death of Gwen Stacy.

SPIDER-MAN #121: This is the now-classic issue in which Gwen Stacy met her death at the hands of the Green Goblin. It was this event which set Professor Warren on the path to madness. Struck with sorrow, the Professor remembered the cell samples that were the spawning ground from which the clones of Gwen Stacy and Peter Parker were made. We already know why he made the clone of Gwen Stacy, but why did Professor Warren choose, out of all the students from which he took cell samples, the student known as Peter Parker? Well, it was obvious from the Jackal's comments in SPIDER-MAN #140 he was aware of a link between Pete and Spider-Man, a link he deduced because of the sheer *volume* of photos taken by Peter Parker of Spider-Man for the Daily Bugle. Therefore, it seems likely that he would see the necessity for a clone of Peter Parker, a clone he could hypnotize to discover what that link *was,* even though *in the beginning Professor Warren had no idea that Peter is Spider-Man.*

However, growing a clone takes time, and the Jackal got impatient waiting and resolved to instigate a direct assault, using the Punisher (in ish #129) as his instrument for revenge. For a short time he thought he succeeded and, rather than admit to himself that he was Professor Warren, he decided to embark upon a life of crime and started establishing underworld contacts. When he learned of his error concerning Spider-Man's demise, he determined to *use* those contacts to learn the whereabouts of Hammerhead. Through his conniving, the Jackal succeded in pitting Hammerhead against Doc Ock, cleverly manipulating Spider-Man into the midst of the two foes and reasoning that there was no way that Spider-Man could survive caught between two such formidable enemies. This plan, too, met with defeat.

SPIDER-MAN #136: The failures of the Jackal's first two schemes convinced him that he should once again try to track Spider-Man down through Peter Parker and, since the clone was not yet fully developed, he decided to keep surveillance on Pete's apartment with a tele-photo lens from a near-by apartment complex. Through some incredible stroke of luck, the Jackal never saw Spider-Man actually *enter* Pete's apartment. What he *did* see, though, was Pete throwing a web-encased bundle onto the roof of a near-by apartment building. This was Pete's spare Spider-Man costume which he tossed away in order to prevent its discovery by the police after his apartment was bombed by Harry Osborn. It was *this* uniform, complete with web-shooters, with which the Professor later costumed his clone.

Finding the costume gave the Professor strong suspicions that Peter Parker and Spider-Man were one and the same. However, since he had no proof, the Professor utilized the Grizzly (issue #140) to lure Pete within his grasp. He attached the "vibro-harness" to Pete's arm (luckily Pete had apparently ditched his regular costume before entering the Grizzly's home, since our astute web-spinner knew full well that he might be walking into a trap, thus saving himself from exposure when the Jackal rolled up his sleeve to attach the device).

The Jackal had indeed planned well this time. As he told Peter, he was expecting the device to lead him to Spider-Man—but his methods were so subtle and devious that even Spidey didn't catch on! The Jackal knew that, in order to remove such a carefully constructed device (a device the Jackal originally told him would *explode* with tampering; ever wonder about *that,* pilgrims?), Pete would have to utilize the equipment in the bio-chemistry lab at college. The Jackal merely employed the key he possessed as Professor Warren for his own class—room, and waited patiently in the shadows for Pete to arrive. His diligence was rewarded when Pete removed the vibro-harness, switched to Spider-Man before his very eyes, and exited to throw the harness into the Hudson River.

At this point, after receiving his proof that Peter Parker and Spider-Man were one and the same person, the Jackal started his campaign to drive Spidey up the wall, using the Gwen clone (ish's 142-145), all of which led up to their final confrontation in issue #149.

But there are still a couple of questions left unanswered. Such as: How could the Jackal leave Ned Leeds in the basement with Spider-Man after he made his exit, when Ned is shown at Shea Stadium as still being the Jackal's prisoner, and why doesn't Ned know who Spider-Man is now, since he was present all the time the Jackal was raving and using the names Peter Parker and Spider-Man interchangably?

The first part of this question is very easily answered by simply examining the Jackal's character. Does it seem unlikely to you that someone as devious and cunning as the Jackal, seeking to goad Spider-Man into following him to Shea Stadium, would leave a *dummy* of one of Peter Parker's best friends as an added inducement for him to follow? As for the second part of the question, take a close look at the panels that Ned Leeds appears in, and you will see that Ned could indeed hear the accusations as Professor Warren railed against Spider-Man—if his ears weren't covered by the same blindfold which blocked his vision.

As for the zillions of Marvelmaniacs that pointed out that if Spidey's spider-sense can only alert him to his enemies, then why did it react to Mary Jane on the last page of SPIDER-MAN #149—that's one even *we* can't figure out. So consider yourself No-Prized—each and everyone of you who noticed this grievous error.

And, as a parting shot, we just want to thank you for letting us take a page to explain away the few problems that, because of space limitations (We mean, after all, do you realize how *long* that blasted series ran as it *was*?), we were unable to cover previously.

Your liltin' letters will return next ish.

'Nuff said? Please?

BIOGRAPHIES

GERRY CONWAY

In 1969, 16-year-old Gerry Conway was shopping short stories to DC and Marvel for their horror anthology books. By 1976, Conway had worked his way up to Marvel's editor in chief. In between, he logged highlight after highlight as writer for both companies.

After establishing a pedigree with horror short stories, Conway quickly became the regular writer of *Daredevil*, *Sub-Mariner* and *Iron Man*. He also began runs on *The Amazing Spider-Man* and *Thor*, picking up both titles from none other than Stan Lee. He scripted both for nearly 50 issues, writing controversial and classic tales including "The Death of Gwen Stacy," the first appearance of the Punisher, and the introduction of Harry Osborn as the Green Goblin. Cueing off his early interest in horror stories, Conway took advantage of Marvel's burgeoning line of horror comics, launching *Werewolf By Night* and *Man-Thing*, as well as writing the first issue of *Tomb of Dracula*.

In 1976, he was handed the top job at Marvel before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. The Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles like *Superboy & The Legion of Super-Heroes*, *World's Finest* and *Wonder Woman*. He also introduced Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman*, and continued his run on *Justice League of America*, a stint that began in earnest in 1978 and would end with the dismantling of the infamous JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues. A return to Marvel in the late '80s saw Conway tackling two of the three Spider-Man titles: *The Spectacular Spider-Man* and *Web of Spider-Man*.

During this period, Conway was asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had expanded, and he left comics to pursue writing and producing for *Matlock*, *Father Dowling Mysteries*, *Diagnosis: Murder* and *Law & Order*.

Today, Conway continues writing and producing for television and has recently returned to script the occasional comic. He resides in California with his wife and their daughter.

LEN WEIN

Len Wein's career is highlighted by successes from Swamp Thing to the "All-New, All-Different" X-Men, but few fans know that the award-winning writer and editor started out as a comic-book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch to the editors. Though his artwork was politely passed upon, a script for *House of Mystery* was accepted and a career as a writer was born. Len attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, on everything from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After super-hero work in the early '70s (Daredevil, Superman, Flash), he and artist Bernie Wrightson launched horror mainstay Swamp Thing in the pages of *House of Secrets* #92. Other notable achievements from his tenure at DC include a run on *Justice League of America* and the debut of the Human Target.

Hopping over to Marvel in 1974, where he followed Roy Thomas as editor in chief, Wein scripted several series, including *Incredible Hulk*, where he and artist Herb Trimpe introduced one of comics' most famous characters—Wolverine. That wasn't the end of his mutant milestones, as with artist Dave Cockrum he revived the dormant X-Men property with a new international cast. Its cadre of characters, including Storm, Nightcrawler and Colossus would shortly turn into comics' biggest phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans*, *Camelot 3000* and *Swamp Thing*, which gave writer Alan Moore his American debut; shortly thereafter, Wein would preside over Moore and Dave Gibbon's groundbreaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received as witnessed by his 2008 induction into the Eisner Hall of Fame.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became the stalwart penciler of Marvel's *Amazing Spider-Man* in 1973, gaining a renown as one of the great Spidey artists. With a smooth, compact style that eschewed extraneous detail, Andru's artistic visions were grounded in a reality that engaged the medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as the satirical *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself splitting time between Marvel and DC. At Marvel, he mainly handled Western comics like *Annie Oakley*, while at DC, he contributed to Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the first appearance of Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him depicting charming stories of Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bimonthly title, Andru and Esposito crafted a sweet-natured heroic fantasy starring artificially intelligent robots.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, in which he drew the first adventures of The Defenders,

and *Marvel Team-Up*, his first regular foray on Spider-Man. Over the next five years, Andru would team with writer Gerry Conway and produce milestones including the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC crossover, *Superman vs. The Amazing Spider-Man*.

In 1978, Andru returned to DC in an editorial capacity, with his art focused mainly on covers, but his pencils would grace the interiors of books like *Atari Force*, *Jonah Hex*, *Vigilante* and *Blue Beetle*. He largely retired from the field by the late '80s and passed away shortly after his last work was published in 1993. In 2007, Andru and his longtime collaborator Mike Esposito were inducted into the Eisner Hall of Fame.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

ARCHIE GOODWIN

Looking for a job, Archie Goodwin was immediately sized up by publisher Jim Warren to be a meek, quiet fellow who at first glance didn't appear to have the necessary mettle to handle the chaotic life of an editor. But as Goodwin would later say of himself, behind that quiet demeanor was a furtively creative thinker that lived to "lose myself in the fantasy of comics."

As a teenager during the '50s, he was an acolyte of E.C. Comics, contributing material to fanzines like *Hoohah* and *Twig Illustrated.* Though his abiding reputation in comics would come from his writing and editorial abilities, Goodwin studied art at New York's School of Visual Arts. His first work in publishing included turns as strip artist Leonard Starr's assistant, editing for the women's magazine *Redbook* and cartooning for the outdoor magazine *Fishing World.*

His first venture into comic books came in 1964, when he joined the staff of Warren Publishing. Goodwin quickly made a name for himself both editing and writing for *Creepy* and *Eerie*, and also launched the much-revered *Blazing Combat*. He instilled a degree of class to Warren's small line that helped draw top talent, which in turn established it as a fine inheritor of E.C.'s legacy. His later work for *Vampirella* came in a brief but highly regarded stint that helped to establish a bona fide mythos for the character.

His work at Marvel began in the late '60s with short stints on *Incredible Hulk* and *Fantastic Four*, the latter job giving him the honor of being the first writer to script *FF* other than Stan Lee. But it was his work on *Iron Man* where Goodwin would make his biggest mark on the Marvel Age of Comics, writing the first 28 issues of the character's solo title.

Shortly thereafter, he began a brief writer/editor stint at DC on *Detective Comics* as well as several war titles that Joe Kubert was leaving. He also wrote a well-remembered run of *Manhunter* backup stories in collaboration with Walt Simonson, an artist he had a hand in discovering.

Heading back to Marvel, he served as editor in chief before handing the reins to Jim Shooter. His later accomplishments for Marvel included negotiating licensing for *Star Wars* and other top-selling movie adaptations and launching the Epic line. He also wrote early issues of Wolverine's solo title.

Goodwin returned to DC in 1989 to write and edit until his death from cancer in 1998, still in the prime of a career that saw him establish a legacy in every aspect of the comics field. In particular, he was regarded as a man who handled his job as an editor not simply to shepherd comics through their development process but also to mentor younger editors into fulfilling their own potential.

GIL KANE

A gentleman and master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles and dynamic action present in every page gave Kane's work a language all its own.

Born in Latvia in 1926 as Eli Katz, his family moved to Brooklyn, New York, three years later. He studied art in high school but left when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics). He would also do spot work for the other studios, but with World War II roaring, the young man enlisted in the Army and served in the Pacific.

Upon his return, he permanently adopted the pseudonym Gil Kane and got back to the business of creating comics. By the late '50s, Kane truly began to make his mark, introducing the new Green Lantern, Hal Jordan, in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Kane represented some of his finest work to date. He would gain greater acclaim for his run on *The Amazing Spider-Man* that included the first comics to buck the Comics Code. A few years later, he was also behind the drawing board for the pivotal "Death of Gwen Stacy" story line.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering dozens of iconic images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Kane gave life to the newly christened hero Adam Warlock and introduced the kung fu action hero Iron Fist.

Always searching to expand the audience, format and sophistication of the medium, Kane conceived and illustrated the independent graphic novel *Blackmark* in 1971. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Kane's work appeared regularly until 2000, with brief stops in the '70s and '80s when he worked in TV animation. He was ushered into the Eisner Hall of Fame in 1997 and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

Biographies researched and written by John Rhett Thomas

SPIDER-MAN
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PARIS IS MY CITY, WEB-HEAD!
YOU'VE COME A LONG WAY-- ONLY TO DIE!

SPIDER-MAN
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the AMAZING SPIDER-MAN
I M-MUST BE SEEING THINGS!
YOU'RE DEAD!
KEEP CITY
THE DELUSION CONSPIRAC

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 147 AUG
the AMAZING SPIDER-MAN
I'M BACK, SPIDER-MAN-- DEADLIER THAN EVER-- AND THIS TIME---
THE TARANTULA TAKES THE GAME!
THERE'S NO TIME TO DODGE THOSE RAZOR SHARP SPIKES-- I'VE HAD IT!

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 148 SEPT
the AMAZING SPIDER-MAN
ADIOS, WEBHEAD! GIVE OUR REGARDS TO THE FISHES!
TODAY THE TARANTULA TRIUMPHS!
REVEALED AT LAST! THE SHATTERING SECRET OF THE JACKAL!

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 149 OCT
the AMAZING SPIDER-MAN
ONE WEB-SLINGER MUST SLAY THE OTHER-- OR NED LEEDS IS DOOMED!
THIS IS IT! THE ASTONISHING CLIMAX OF THE SPIDEY-JACKAL WAR...
'EVEN IF I LIVE...I DIE!'

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 150 NOV
the AMAZING SPIDER-MAN
IS THIS NIGHTMA
...OR AM I GOING MAD?
THIS IS IT! WEB-HEAD'S WOND
150TH ISSU

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 151 DEC
the AMAZING SPIDER-MAN
FLOODING THIS SEWER WON'T HELP YOU, MISTER!
ONLY ONE OF US IS LEAVING HERE ALIVE!

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 152 JAN
the AMAZING SPIDER-MAN
WEBHEAD, YOU'VE TANGLED WITH ME ONCE TOO OFTEN! THIS TIME, YOU'RE GONNA BE--
--SHATTERED BY THE SHOCKER!
HE'S RIGHT! ONCE I HIT THO WHIRLING DYNA BLADES, IT'LL E GOOD-BYE, SPID

SPIDER-MAN
MARVEL COMICS GROUP
25¢ 154 MAR
the AMAZING SPIDER-MAN
THIS TIME, WEBHEAD--I'M GONNA PLASTER YA TO THE WALL!
AND HE HAS THE POWER TO DO IT! HOW CAN I BEAT THE GUY-- WHEN MY WEBBING GOES RIGHT THRU HIM?
THE SANDMAN ALWAYS STRIKE TWICE!

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